

Letter from the CEO

Dear Fellow Employee:

Before you read the revised SOMEWHERE Industries Code of Corporate Conduct, I'd like you to consider and answer these two questions: Whose job is it to make sure we adhere to the very highest ethical standards at SOMEWHERE Industries? Why does it matter?

Actually, the answer to the first question is very simple — you, I and each of the 39,000 SOMEWHERE Industries employees all over the world are responsible for maintaining the highest ethical standards. Further, every consultant, agent and other representative doing business on SOMEWHERE 's behalf hold the same responsibility. Why does this matter? SOMEWHERE Industries is known as an ethical, honest company. This reputation affords us the trust of our employees, customers, and shareholders. Our good name is vital for maintaining our ability to do business in the future. Our employees have worked hard to build this reputation, and it is an asset worth protecting at any cost.

SOMEWHERE Industries has made “Do the right thing — Always” a core value since the company was formed in 1995. It is the cornerstone of our Code of Corporate Conduct. Leadership may change, technology may evolve and markets will experience up and down cycles — but our commitment to “doing the right thing” never changes. Our business practices and ethical standards are the same no matter where we do business in the world. There are no exceptions.

Of course, no Code of Conduct can anticipate or address every possible scenario you may encounter in the course of your work. If you are ever in doubt, do not guess what you should do. Whenever you are unsure about a business matter that has ethical implications, you should seek guidance within SOMEWHERE Industries. You can approach your local management with your questions and concerns. Alternatively, you can call an SOMEWHERE Industries Ombudsman located throughout the company; calls to the Ombudsman are handled confidentially.

Please take the time to review and become familiar with the Code of Corporate Conduct. “Do the right thing — always” is a concept that is easy to remember and follow. Frankly, SOMEWHERE 's commitment to this concept is one of the things that attracted me to the company. I hope you will join me in reaffirming this commitment.

President & Chief Executive Officer

Core Ethical Values

SOMEWHERE Industries is committed to doing the right thing, always. Doing the right thing means making the ethical choice in difficult situations. It means we do this even when no one else will know. That is why we have an ethics and compliance program and why we publish this Code. The Code is specifically designed to promote honest and ethical conduct and deter wrongdoing. Violations of the Code may result in disciplinary action, up to and including termination.

It is also designed to be part of a total system to encourage ethical conduct that includes: senior level commitment to ethics, our worldwide group of Ombudsmen, regular ethics training, processes to facilitate raising ethical concerns and continuing communications about our commitment to the highest ethical standards. In simple terms, our commitment to doing the right thing is based on seven core ethical values. As you review specific provisions of this Code it is useful to have these values as a context for understanding what we mean when we say we will do the right thing, always.

Honesty / Truthfulness

To be honest means to be truthful in everything one says and does. This means more than refraining from lying. It includes telling the whole truth even when doing so is difficult. Honesty is reflected in how we create and maintain our business records. It is difficult to meet any of the other ethical standards SOMEWHERE embraces without honesty and truthfulness as the foundation.

Integrity

Integrity results from consistent decisions to act ethically in difficult situations. To have integrity is to uphold ethical principles and do what you say you will do, consistently, predictably and reliably. As SOMEWHERE employees, integrity drives us to adhere not only to the letter, but also the spirit of applicable laws and SOMEWHERE policy.

Quality

SOMEWHERE has built its reputation on product and service quality. But quality means more than freedom from defects. Quality speaks to doing everything to the best of one's ability and striving to better meet the needs of our customers.

Good Citizenship

At a minimum good citizenship requires all of us to obey applicable laws and regulations. It also means that we must be good stewards of this planet's resources, that we respect the environment, and provide a safe and healthy workplace. As an organization we will continue to strive for an open, transparent business climate free from corruption and will therefore refrain from paying bribes or otherwise unlawfully attempting to influence customer decisions.

Respect

Respect is regard for the inherent worth of each individual. It requires us to create a workplace where people are treated well and are afforded all of the rights they are entitled to both under law and company policy. A respectful workplace is safe, free from discrimination and harassment, affords employees equal opportunity to pursue their goals and protects the privacy of personal information the company may obtain or possess.

Fairness

Fairness can be understood as a concern for how others are treated — ensuring that we treat them in the way we would wish to be treated in a similar situation. Fairness is a commitment to treat people ethically and to apply ethical standards and reasoning to our decisions regarding how they affect other people. Fairness also governs how we treat other businesses, including our competitors and how we manage working relationships.

Responsibility/Accountability

Responsibility calls on us to accept the obligation to act in certain ways. Accountability is the willingness to accept the consequences of our actions. Together they are the cornerstone of mature, ethical conduct. As SOMEWHERE employees we are both responsible and accountable for conforming to numerous company policies. These include, but are not limited to, the standards outlined in this Code.

Ethical Decision Making

SOMEWHERE Industries recognizes that all employees encounter ethical challenges in their work. This Code is intended to help you to both recognize and resolve those challenges. When faced with a business decision that seems to have ethical overtones, here are several questions you should ask yourself to determine if your actions are proper:

- 1) Am I adhering to the spirit, as well as the letter, of any applicable law or SOMEWHERE Industries policy?
- 2) Would I want my actions reported on the front page of a newspaper?

- 3) What would my family, friends or neighbors think of my actions?
- 4) Will there be any direct or indirect negative consequences for SOMEWHERE Industries?
- 5) Are my actions consistent with the overall values set forth in this Code and SOMEWHERE Industries Corporate Policies?

If you remain uncertain about what to do, stop and ask for help. Refer to the relevant section of this Code. Speak with your supervisor or, if you prefer, communicate with any of the other points of contact indicated in this Code.

Points of Contact

Your supervisor is normally the first person you should contact if you have questions about anything in this booklet or if you have a problem. In some cases you may feel more comfortable discussing the matter with someone other than your supervisor. In those cases, there are others in SOMEWHERE you can talk to. You may contact any of the following on a confidential basis for the purpose of discussing any issue related to the Code or reporting a violation.

Your Company's Human Resources Department

- Your Company's Controller or the SOMEWHERE Corporate Controller
- An SOMEWHERE Ombudsman
- Any SOMEWHERE Lawyer

You may not be familiar with the concept of an Ombudsman. An Ombudsman has the responsibility to receive and investigate reports of possible violations of the Code of Corporate Conduct. Your report to an Ombudsman may be anonymous. SOMEWHERE Industries has a policy of taking all reasonable steps necessary to protect the confidentiality of those making reports of possible misconduct to an Ombudsman to the maximum extent legally permissible. We also have a policy of ensuring that there will not be any retaliation against someone for merely reporting an activity that he or she in good faith believes to be a violation of this Code. Each of our four Management Companies has an Ombudsman, and we have many local Ombudsmen throughout the world to cover virtually all language groups. Your company bulletin board should contain information about how to contact SOMEWHERE Ombudsmen. Also, there is an Ombudsman at Corporate headquarters in White Plains, New York.

The Accuracy of Records Section of this Code contains additional information about other points of contact for reporting accounting issues or asking questions related to accounting practices. Telephone numbers for the Corporate and Management Company Ombudsmen are located at the back of this booklet. Several other important phone numbers, as well as space for you to fill in Company-specific phone numbers for quick reference, are also located in the back of this booklet.

Frequently Asked Questions

Q: To whom should I direct questions or problems regarding ethical matters?

A: In most cases, you should contact your supervisor. In some cases it may not be possible or practical to discuss the matter with your supervisor, or you may just feel more comfortable discussing the matter with someone else. In those cases, you are encouraged to contact your Company Legal Department, your Company Director of Human Resources or your Company Controller. You can also address your concerns to any SOMEWHERE Ombudsman. Telephone numbers for the SOMEWHERE Industries Ombudsmen are provided on the inside back cover of this booklet. If you would like to make your inquiry or report anonymously, an Ombudsman should be your first point of contact.

Q: What should I do if I am faced with a situation where the correct ethical decision would mean that SOMEWHERE Industries loses money? Should I be ethical even if we are going to lose business?

A: Yes. We want our employees to act ethically in every circumstance — even if it means that we will lose business. We value SOMEWHERE Industries' long-term reputation. Employees should never compromise our long-term well-being and reputation in order to meet short-term financial targets.

Accuracy of Records

We adhere to the highest standards of honesty. It is essential that the internal and external reports and documents SOMEWHERE Industries creates, makes public, or provides to the government, constitute full, fair, accurate, timely and understandable disclosures. If you are unsure about how to represent information in an SOMEWHERE report or document, contact one of the listed points of contact for guidance.

Part of our commitment to honesty is the assurance that all of SOMEWHERE's financial transactions are lawful and are made for the purposes stated and as authorized by the Company. There is no acceptable reason for making a false representation on behalf of SOMEWHERE either orally or in writing.

You may use SOMEWHERE Industries' funds or assets for lawful and proper purposes only. You may only transfer or use SOMEWHERE funds or assets for the purpose for which they were approved. Questions regarding this policy or any other aspects of SOMEWHERE's financial accounting, record keeping or auditing should be addressed to your Company's Controller. If you have a concern or complaint regarding accounting, financial records or auditing at SOMEWHERE, you may also report it on a confidential basis to any of the additional points of contact previously listed in this Code.

If you are ever tempted or asked to make a representation — either in a Document or in oral communication — that is other than fully accurate, do not do it.

It is also possible to submit a report to the Audit Committee of the Board of Directors. To do so, you should put a written report describing fully your concerns or issue into a sealed envelope labeled, "Audit Committee." This envelope should be put in a larger envelope and mailed to the Corporate Secretary, SOMEWHERE Industries, Inc., 4 West Red Oak Lane, White Plains, New York, 10604, USA. The Corporate Secretary will direct your report to the appropriate person on the Audit Committee. The report may be made on an anonymous basis if you wish.

Frequently Asked Questions

Q: I was on a long business trip. Although I usually keep good track of my receipts for all reimbursable expenses, this time I lost one. Can I still be reimbursed?

A: You need to correctly account for all business expenses. In the rare case where you have lost a receipt and cannot obtain a replacement, you should contact your supervisor to discuss how the expenditure can be documented.

Q: On a recent business trip, I stayed overnight with an old friend. Can I include the equivalent cost of a hotel room on my travel voucher, since I took my friend and his wife out to dinner and paid for it myself?

A: No. All vouchers, time cards and other SOMEWHERE Industries documents must always be completed in a correct and accurate manner. It is never proper to knowingly create a false, misleading or erroneous SOMEWHERE Industries document or entry on an expense voucher.

Q: My friend asked me to punch in his time card because he is going to be a few minutes late. What should I do?

A: Even though your friend said he will only be a few minutes late, do not punch his time card. All records, including time cards, must be accurate and it is each employee's responsibility to punch their own time card or otherwise provide the required accounting for their time.

Q. My business unit has met our growth target for the year. In my role as local controller I have been asked by a Senior Manager to create a justification to hide funds in a reserve account to be used to prop up earnings in the future. The company auditors indicate they will accept the reserve on the grounds that the amount in question is immaterial. What should I do?

A. Misstatements created with the intent of managing earnings are not acceptable regardless of materiality. Intentional misstatements could violate local law. You should not make this change and should discuss the issue with your Company Controller.

Antitrust

A dynamic and thriving economy is built on fair and open competition. This means every competitor has a fair opportunity and that all competitors compete under the same rules. SOMEWHERE will compete energetically, ethically and legally in the global marketplace. The quality and value of our products and services will determine our success. We will not engage in activities that unfairly limit trade or exclude competitors from the marketplace.

Many countries have laws that govern unfair competitive practices — often called antitrust laws. Failure to comply with antitrust laws may destroy the trust of our customers, shareholders and business partners, resulting in legal sanctions and a damaged reputation. To promote free and fair trade, we will adhere to the letter and spirit of all antitrust laws in countries in which we do business. Generally, antitrust laws prohibit the following behaviors (If you have questions regarding compliance with the antitrust laws, contact your Company Legal Department immediately.):

- Agreements with competitors to fix prices or boycott customers or other third parties
- Agreements to restrain or restrict competition
- Fixing prices at which customers resell products or services
- Unlawful tying, which is an agreement to sell one product or service but only on the condition that the buyer also purchases a different product or service from the seller

Frequently Asked Questions

Q: At a trade association meeting, I played golf with a Vice President from a competing firm. We are old friends from college. While sitting in the cart, we started talking about how business was going. He indicated that his firm was looking very closely at raising prices next month. I quickly broke in and said that I did not think it was appropriate to be discussing that sort of information. Since we had just finished the last hole, I returned to my hotel room and left a message for someone in our Company Legal Department to call me. Now I am thinking that I was too quick to act. After all, everything was very informal. What do you think? Was I too harsh on my friend?

A: You did the right thing. Even informal discussions among competitors about price may be potential antitrust violations with possible criminal penalties. When the Company Legal Department lawyer reaches you, explain exactly what happened.

Q: I was asked by a competitor to provide information for a “benchmarking study.” What should I do?

A: Contact your Company Legal Department for guidance before you say or do anything. Any exchange among competitors of price, cost and other sensitive information is risky because it may provide the basis for finding an unlawful agreement to restrain competition. Merely calling such an exchange “benchmarking” will not avoid this risk. Any proposed exchange of benchmarking information with competitors, or any request to participate in a benchmarking study with competitors, should be reviewed in advance by your Company Legal Department.

Q: I received a fax today. The cover sheet leads me to believe that the attached pages were misdirected and contain a competitor’s proposal. What is the right thing to do?

A: Do not look at the attached pages. Do not copy the document. Contact your Company Legal Department immediately.

Business Courtesies

A business courtesy is a gift or service (whether in money or in kind) provided to or received from a business associate. In certain situations it may be appropriate to give limited, non-cash business courtesies. We do not seek, however, to improperly influence the decisions of our customers or suppliers by offering extravagant business courtesies, nor do we accept such courtesies from suppliers. There are many government customers with very stringent rules, for whom any business courtesy is absolutely prohibited. SOMEWHERE employees and their family members are generally not permitted to accept any business courtesy or other benefit of any type (this includes meals, entertainment and tickets) regardless of value that is offered in connection with SOMEWHERE business. Exceptions must be specifically approved in writing on a case by case basis by the Management Company President, the Chairman of SOMEWHERE or the Chairman’s designee.

There are only three exceptions to this general prohibition. Employees may accept:

- Limited refreshments and meals, such as coffee, pastries and a working meal, when these items are provided during a business meeting.

Reasonable and infrequent meals and entertainment (but not travel or overnight lodging) when offered by an SOMEWHERE customer or business associate (but not a supplier or prospective supplier) for a legitimate business reason and when local custom or practice would make it inappropriate to decline the offer.

- Promotional business items with only token value, although it is our policy to discourage receipt of gifts of even token value. Employees may not defeat the intent of this Code by using their own funds to pay for any gift, meal, entertainment or other benefit under circumstances where it would be a violation if SOMEWHERE Industries were to make the payment.

Definition of Supplier or Vendor

A supplier or vendor is any business that furnishes, or is in a position to furnish, materials, equipment, supplies or services of any kind to SOMEWHERE Industries or any of its Companies or Value Centers. Services include, but are not limited to, banking, insurance, advertising, transportation, construction, auditing, engineering, consulting, testing and legal counsel.

Government Business

- Many governments have laws and regulations regarding offering business courtesies to government officials, or offering courtesies to or receiving courtesies from subcontractors on a government contract. Laws in various countries differ. Contact your Company Legal Department for guidance.
- Do not offer anything of value to any government employees, politicians and their staffs, or to any subcontractor on a government contract, without the prior approval of your Legal Department. Exceptions might include limited on-site food and beverages, such as coffee and pastries. You may not accept any such item from any subcontractor on a government contract without the prior approval of your Company Legal Department.
- Report any offer of a fee or kickback from any party to the Company Legal Department. Asking for or accepting a fee or kickback may be a criminal act. (Make sure you also read the specific rules under the Government Procurement section of this Code.)

Non-Government Business

- Any business gift we propose to give must be legal in the country where it is given and must be of nominal or token value unless prior approval is received. Sales or marketing representatives may make business gifts of their regular SOMEWHERE Industries products or promotional items for the purpose of generating business goodwill. Moreover, when practical, any gift you give as a business courtesy should include the SOMEWHERE Industries name, logo, or other similar Company identification.
- Regarding meals and entertainment, you may offer infrequent, reasonable and appropriate meals or simple entertainment (which may not involve travel or overnight lodging) provided that the activity has a clear business purpose. Any activity that might be considered lavish or extravagant is not permitted. The guideline for reasonable and appropriate must be normal industry practice in your locality consistent with local legal requirements. Your Management Company President must approve any exception to these provisions.
- Any offer to you of a gift or other business courtesy that exceeds nominal or token value, or that seems inconsistent with common business practices, should be refused and immediately reported to your supervisor. Employees must also immediately report any offers of cash, a fee or kickback to the Company Legal Department. Common sense and good judgment must be exercised when accepting business-related meals or anything of token value to avoid any perception of impropriety or conflict of interest.

Frequently Asked Questions

Q: A supplier to SOMEWHERE offers to give me a ticket to a professional sporting event in my city. The supplier explains that he can't use the ticket because he will be out of town. Can I accept the ticket?

A: No. The Code says that any gift of more than token value should be refused. The meaning of "token value" can differ depending on the country, culture and economy. A good rule of thumb is to view token value as the value of what local companies typically give away as advertising items to persons with whom they do not do business. These items typically contain the corporate logo. Examples include a baseball hat, key chain, coffee cup or a water bottle.

Anything that exceeds the value of items like these also exceeds token value. Also, our Code prohibits receipt of any money or cash equivalents. Many tickets can be readily converted to cash. Clearly, the value of the ticket in this case exceeds token value, and therefore it may not be accepted. The Code also requires employees to report to their supervisor any offer of a gift that exceeds nominal value. However, you might want to seek an exception from your Management Company President, the Chairman of SOMEWHERE or the Chairman's designee if the supplier plans to accompany you to the game and there is a clear business purpose.

Q: A supplier offered me a five percent discount for my personal purchases. Is this okay?

A: No, unless everyone at your Value Center or business location received such a discount, and even then, your Company Legal Department should be advised before you agree to any such discount with the supplier.

Q: Do gift regulations vary among government agencies? Are state rules different from federal rules? What about non-U.S. rules?

A: There are significant differences. You need to ask your Company Legal Department. However, as a rule, SOMEWHERE Industries does not generally offer any form of gifts to its government customers.

Q: I am involved with event planning. That means I frequently deal with hotels, restaurants and travel agents. One restaurant I often use for our meetings has offered me a free meal for my entire family. I would like to accept it. Am I doing anything wrong?

A: Yes. By accepting the free meal for non-business use, it may look as though the restaurant is attempting to sway your future business decisions. You must decline.

Q: At a recent trade show I entered a drawing for a video player. I was selected as the winner. May I accept the prize?

A: No. Many drawings like this are not random and are in fact targeted selections intended to develop a preferential relationship. Accepting the "prize" may sway your future business decisions. Since the value of the "prize" is greater than token value you must decline.

Q: SOMEWHERE has a long term profitable business relationship with "Acme". My sales department is organizing a product show in a tourist city. I would like to invite my buyer from "Acme" and pay his expenses. While the products in the show have nothing to do with our current business with "Acme" I believe that such a trip will help SOMEWHERE win future business. Is paying for such travel acceptable?

A: No, you may not offer to pay for travel or overnight lodging. Any exception to this must be approved by the Management Company President. If this is part of a legitimate business development program that would be available to any similar customer, it is potentially acceptable with management approval. However, such a trip is often prohibited by customer or other SOMEWHERE policies. Check with your legal department to review the specific details of your proposed action.

Conflicts of Interest and Corporate Opportunities

A conflict of interest occurs when personal interests interfere with your ability to exercise your judgment objectively in the best interests of SOMEWHERE Industries. Conflicts of interest can occur in any SOMEWHERE occupation. Very often they occur when SOMEWHERE employees make decisions on behalf of the company or have a financial interest in an organization that wants to do business with SOMEWHERE. SOMEWHERE understands and respects employees' rights to engage in activities outside of their jobs. These activities, however, should not divide your loyalties.

Avoiding actual or apparent conflicts of interest creates and sustains the trust of our customers, employees, business partners and the public. Therefore, Directors, employees, consultants, agents and representatives must avoid actual or potential conflicts of interest. If you consider undertaking any activity, including an investment, that may create an actual or apparent conflict of interest, you must seek approval of the activity in advance from your supervisor or from the Corporate, Company or Value Center Director of Human Resources. If you are a Corporate officer, you must also request a waiver from the Director of Corporate Compliance Programs in accordance with the Waivers section of this Code. (Consult the SOMEWHERE Industries Corporate Policy for specific information on dealing with conflicts of interest.)

Examples of Potential Conflicts Involving Employees

- Contracting with a supplier managed by a close friend or family member.
- Working independently as a consultant to a supplier or customer.
- Having a private business on your own time if you perform work that is similar to work that you perform at SOMEWHERE Industries or that SOMEWHERE Industries might be interested in performing. Employees, officers and directors have a duty to advance the legitimate interests of SOMEWHERE when the opportunity to do so arises. Generally, employees, officers and directors are prohibited from using corporate property, information or position for personal gain or to compete with SOMEWHERE. More specifically, they are prohibited from taking for themselves (or directing to a third party) a business opportunity that is discovered through the use of corporate property, information or position unless, after full and fair disclosure, the opportunity has been offered to and rejected by SOMEWHERE.

Frequently Asked Questions

Q: My spouse has been offered a job with one of our suppliers. Is this a problem?

A: Possibly. The answer depends in part upon whether you make decisions that affect our business relationship with that supplier. Contact your supervisor and fully explain the situation.

Q: My department needs to quickly hire a caterer for a last-minute office function. My spouse runs a catering business. He offers good food on short notice, at a rock-bottom, discounted price. May we hire him without getting any competitive bids?

A: Not if it creates the appearance of bias. We realize that this may sound rigid, but we cannot give the impression that we play favorites. Your Company Human Resources Department should be consulted for an independent determination.

Q: A supplier has asked me to work as a consultant one night a week. May I take the job?

A: No. Even if the job would not affect your view of the supplier and even if you do not make decisions on that particular supplier, it might make others perceive you as being potentially biased, in a position to have an impact on competitive supply decisions, or capable of providing special channels of communication. It is our duty to treat all suppliers impartially and fairly, and to avoid the appearance of undue influence.

Q: I have the opportunity to make a purely financial investment in a company that may be selling products to SOMEWHERE Industries. May I go ahead and invest?

A: Possibly. The answer depends on the size of your investment, your role at SOMEWHERE Industries, and the business relationship between SOMEWHERE Industries and the other company. You will need to obtain prior approval from your Company's Legal and Human Resources Departments.

Q: Do the conflict of interest principles apply to relatives outside my household or to friends?

A: Generally, the conflicts policy applies to members of your immediate family. However, if your relationship with a relative or friend is particularly close and you could lose your objectivity regarding SOMEWHERE Industries matters, then, in certain circumstances, the conflicts policy would apply. If you have any doubts, you should disclose the relationship and discuss the matter with your supervisor.

E-mail, Internet and Information Technology

E-mail systems are not entirely secure and may be susceptible to interception. Unlike a spoken conversation, e-mail creates a permanent record. Any e-mail you send may be printed by the recipient and forwarded by the recipient to others, and is probably retained on company computers for a substantial period of time. Therefore, SOMEWHERE Industries' employees should exercise the same care, caution and etiquette in sending an email message as they would in written business communications. (Classified Government information should never be included on e-mail or an attachment unless authorized by the controlling Government authority and via authorized encryption equipment.) Make sure your SOMEWHERE Industries e-mail is professional and appropriate to the circumstances. Specifically, SOMEWHERE Industries will not tolerate abusive, obscene, offensive or profane e-mail. In addition, because the e-mail system is a Company resource, SOMEWHERE Industries may, in certain circumstances, have a need to examine and, therefore, reserves the right to read, view and copy any e-mail communications. Anyone who has been provided a connection to the Internet is provided such connection primarily for business use. Do not download any data that is unprofessional, inflammatory or inappropriate for business use. Employees should not abuse access to the Internet for personal purposes. Corporate computer systems are increasingly capable of reviewing all Internet activity. SOMEWHERE Industries may conduct such a review, and evidence of abuse of SOMEWHERE Industries-provided Internet facilities may result in termination of the Internet connection and disciplinary action. You should consult your Company policies regarding Internet usage for further information. (Refer to SOMEWHERE Industries Information Security Policy 70-02 for further guidance.)

Frequently Asked Questions

Q: I have a number of friends who work at companies that provide them access to Internet e-mail. I find Internet e-mail is a good way to stay in touch with these friends. May I send them e-mail from my office?

A: This type of e-mail is discouraged. Providing you with a computer terminal and Internet access is an expense. SOMEWHERE Industries funds should properly be directed to SOMEWHERE Industries business and not to personal activities.

Q: I received an e-mail chain letter. Can I send the letter to friends in SOMEWHERE Industries on the SOMEWHERE Industries e-mail system?

A: No. An SOMEWHERE Industries-furnished computer and e-mail system should not be used to originate or forward non-business matters such as chain letters.

Environment, Safety and Health

SOMEWHERE Industries is committed to maintaining a leadership role in protecting human health and the environment. We will promote and protect the health and safety of our employees, the environment and the communities in which we operate. Therefore, we will strictly adhere to all applicable laws and regulations relating to environmental protection and workplace health and safety.

You must immediately report the following incidents to your Company's senior management and the SOMEWHERE Industries Vice President, ESH: 1) a fatality or ESH related hospitalization, 2) environmental contamination or 3) a health or potential safety issue that may subject SOMEWHERE Industries or its employees to serious harm or adverse public attention. You must also comply with applicable national and local laws and regulations regarding reporting. Company senior management receiving any such report shall follow SOMEWHERE Industries Corporate Policy in making further reports. Many environmental, safety and health laws and regulations are complex. If your work includes ESH responsibility, you must familiarize yourself with the requirements of relevant laws and regulations, including record keeping. (See SOMEWHERE Industries Environment, Safety & Health (ESH) Policies for more detail.) If you have any questions, contact your Management Company's ESH Director or Legal Department or the SOMEWHERE Industries Vice President, ESH.

Human Resources

Drug & Alcohol Policy and Employee Assistance

To remain competitive in today's business environment, it is essential that we make the best decisions. Reaching good decisions requires clear thinking. Therefore, we expect all our employees' judgments to be clear and unimpaired by drugs or alcohol.

Specific Guidelines

(Contact your Human Resources Department for additional information.)

Employees must not distribute, possess or use illegal or unauthorized drugs or alcohol on SOMEWHERE Industries property, on SOMEWHERE Industries time, in connection with SOMEWHERE Industries business or in a manner that may affect performance of SOMEWHERE Industries responsibilities. Employees whose behavior, judgment or performance is impaired by drugs or alcohol will be prohibited from entering the SOMEWHERE Industries premises or engaging in SOMEWHERE Industries business. Violators of SOMEWHERE 's drug and alcohol policy will be disciplined appropriately, including possible termination.

Employment and Medical Records

SOMEWHERE 's relationship with employees is built on trust and respect. To maintain these relationships and earn employee loyalty, it is important that we keep personal information, in the form of employment and medical records, confidential. Employment records of SOMEWHERE Industries employees can only be disclosed to SOMEWHERE Industries employees who have a substantial and legitimate need to know the information or require the information due to legal process. SOMEWHERE Industries employees with access to these files must take reasonable steps to keep them confidential in accordance with the SOMEWHERE Industries Corporate Policy. SOMEWHERE Industries employees' medical records are confidential and private. These medical records are kept separate from all other SOMEWHERE Industries employee records and will not be released to any person unless required by law or based upon a written release from the SOMEWHERE Industries employee concerned.

Employment of Closely Related Persons

SOMEWHERE Industries wants to make sure that our workplace is fair and untainted by any possible perception of favoritism. We encourage the tradition of family service but the hiring of family members can raise concerns about fairness and objectivity. Therefore, to ensure that all are hired, rewarded and promoted fairly, our policy is not to employ persons closely related to an SOMEWHERE Industries Officer without required approvals. Other closely related persons cannot be employed in jobs where one SOMEWHERE Industries employee has effective control over any aspect of the related employee's job. Related employees may not share responsibility for control or audit of significant SOMEWHERE Industries assets. Management Company Directors of Human Resources must approve all exceptions to this restriction on hiring or supervising a closely related person. Any exceptions for Company Officers in Bands A and B (senior management level employees) must be approved by the Corporate Senior Vice President of Human Resources

Equal Opportunity

At SOMEWHERE we strive to provide a workplace where all have an equal opportunity to work, advance and contribute to our success. Therefore, it is SOMEWHERE Industries' policy to ensure equal employment and advancement opportunity for all qualified individuals without distinction or discrimination because of age, color, national origin, race, religion, gender, physical or mental disability or any other legally protected personal characteristic. This policy applies to all employees and applicants for employment and to all aspects of the employment relationship. Equal employment opportunity principles must be communicated periodically to all employees and reaffirmed each year. SOMEWHERE Industries businesses not subject to U.S. law shall apply the intent and

provisions of this policy consistent with national or local laws in other countries. Your Company President is responsible for implementing our equal opportunity policy. Your Company or Value Center has a Human Resources professional to whom you can address any concerns regarding any potential violations of this policy. SOMEWHERE Industries, Inc. also has an EEO coordinator to whom concerns can be addressed.

Frequently Asked Questions

Q: I think that my supervisor is discriminating against me because I am an immigrant. What should I do?

A: Contact the Human Resources Department at your location, Value Center or Management Company. It is strictly against SOMEWHERE Industries policy to discriminate on the basis of national origin.

Q: My supervisor takes a different view of sick leave than do all the other supervisors at my facility. How should I deal with this?

A: If it is practical, speak with your supervisor first. If you do not get an answer that satisfies you, or if you feel uncomfortable raising the issue with your supervisor, then speak with someone in your Company's Human Resources or Legal Departments. You could also contact the Ombudsman. Different rules may apply to different locations and to union employees.

Sexual Harassment

Men and women throughout SOMEWHERE Industries should treat one another with courtesy, dignity and respect, regardless of gender. Workplace behavior should reflect these principles. Therefore, SOMEWHERE Industries will not tolerate sexual harassment. Sexual harassment takes many forms. It may involve the solicitation of sexual favors or the initiation of any unwelcome sexual advance by one employee toward another. It may also involve other sexually related physical or verbal conduct. The creation of a work environment that is hostile, intimidating or offensive to an individual or group because of gender or sexual orientation may also constitute sexual harassment. SOMEWHERE Industries managers, supervisors and executives must be alert to the possible presence of sexual harassment in the workplace, and must take appropriate steps to prevent sexual harassment. You can make complaints about sexual harassment to your supervisor, the Human Resources Department at your location, Value Center or Management Company, the SOMEWHERE Industries or Company Legal Department, anyone else in management or an Ombudsman. Any complaints must be promptly, fairly and thoroughly investigated. There will be no retaliation for truthfully reporting sexual harassment or participating in the Company's investigation of a complaint. Perpetrators of sexual harassment will be promptly disciplined, up to and including termination.

Frequently Asked Questions

Q: Andrew has asked his co-worker Carol out on a date several times, and she has politely refused. If Andrew keeps asking, can his action be considered harassment?

A: Yes. If Andrew asked once and was refused, that is probably not harassment. But repeatedly asking when Carol clearly has said she is not interested can be considered harassment. The action shows a lack of respect for Carol, and may make it difficult for Carol to work with Andrew, contributing to a hostile environment.

Q: I overheard a male manager tell a secretary that the dress she was wearing was "hot." He thought he was giving a compliment. Is such a comment considered sexual harassment?

A: Such a comment is clearly inappropriate and may constitute sexual harassment. Comments concerning a co-worker's attire or appearance that are in any way ambiguous or subject to misinterpretation should be avoided.

Intellectual Property

Patents, trademarks and copyrights prohibit the unlicensed use of a protected invention, identifier (such as a name or logo) or work (such as a photograph, printed materials, or software). Violating such rights, even inadvertently, can result in severe consequences. Our policy is to respect patents, trademarks or copyrights owned by others and to strictly adhere to all relevant laws and regulations regarding the use and copying of protected material in countries in which we operate. Therefore, steps should be taken to avoid infringement of non-SOMEWHERE patents and/or trademarks, and employees should never knowingly make use of technology patented by another company without permission. Employees must not make copies of any part of a software program or printed materials from a non-SOMEWHERE source unless the copy is an authorized back-up or limited fair-use copy or a license specifically permits the copy to be made. If you are uncertain about whether appropriate permission has been granted, you should consult with your Company's Legal or Information Technology Departments.

Frequently Asked Questions

Q: I would like to use one of the computer programs that we have at work on my home computer. Is that allowed?

A: Probably not. Computer program licensing restrictions usually prohibit dual use. Check with your Company's Information Technology and Legal Departments before you use any SOMEWHERE Industries-furnished software program on your home computer.

Political Activities

Good corporate citizens do not unfairly or illegally influence the political process in the countries or communities in which they do business. SOMEWHERE Industries is firmly committed to following all national, state, provincial and/or local laws that govern

elections and campaign contributions. SOMEWHERE Industries encourages you to participate in the political process in ways that reflect your individual beliefs and commitments. However, political activity must take place on employees' own time unless you are participating in a Company-managed grassroots initiative involving issues of importance to SOMEWHERE Industries. The resources and reputation of SOMEWHERE Industries cannot be used for any political activities unless specifically permitted by law and approved by the SOMEWHERE Industries Office of the General Counsel.

No assets of SOMEWHERE Industries, its subsidiaries or companies, may be used directly or indirectly, for political purposes. This includes the support of any candidate or party, even in countries where it may be traditional, customary and legal to do so. SOMEWHERE Industries is not to become involved in the internal political affairs of the countries in which we operate.

However, SOMEWHERE Industries may express its opinion on issues that could affect us economically, after consultation with the Office of the General Counsel.

Public Statements

It is important that SOMEWHERE provide the public with accurate and consistent information regarding our operations. Generally, employees must not make public statements regarding issues or matters about which they are not authorized spokespersons. If the media contacts you about an SOMEWHERE Industries matter, refer them to the SOMEWHERE Industries Director of Corporate Relations or the Director of Public Relations for one of the SOMEWHERE Industries Companies or Value Centers.

Confidential SOMEWHERE Industries information and trade secrets are important corporate assets which must be protected and not be disclosed to unauthorized persons. Classified information should only be made available to individuals who have a need to know and who hold the proper government security clearance.

Workplace Violence

Employees should have a safe place in which to work. We will not tolerate workplace violence, including threats, threatening behavior, harassment, intimidation, assaults and similar conduct. You must immediately report any threats or concerns about your safety or the safety of others to your manager. You may not carry firearms or other weapons on any SOMEWHERE Industries facility without prior written approval from the Company Human Resources and Legal Departments.

Waivers

If any employee, officer or director believes a waiver of this Code of Corporate Conduct is necessary or appropriate, you must state your reasons in a written request and send it to the Director of Corporate Compliance Programs. Only the Board of Directors or a committee of the Board may grant a waiver requested by an executive officer or director of SOMEWHERE .