



**2010**

**CODE OF BUSINESS  
CONDUCT AND ETHICS**

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## **A MESSAGE FROM AMES TRUE TEMPER'S PRESIDENT AND CEO**

To All Directors, Officers and Employees:

As we are a public company with an established Code of Business Conduct, it is an appropriate time to reinforce our focus and update the Ames True Temper Code of Business Conduct and Ethics (the "Code").

Ames True Temper's good name and reputation for business integrity are the results of its employees' dedication, as well as conducting business honestly and fairly over the years. The manner in which we conduct ourselves as individuals and as Ames True Temper associates will impact our future business results and reputation.

This Code not only applies to our employees, officers and directors, but also the companies with which Ames True Temper does business. You are expected to read the policies as set forth in the Code on an annual basis. If you have questions on this information, you should speak to your supervisor, upper management or the Vice President of Human Resources.

We at Ames True Temper are focused on providing the most competitive products to our customers and providing an ethical and non-discriminatory business environment for our employees. Thank you for doing your part to ensure that Ames True Temper continues to realize its full potential in both the business we do and the way we do business. Adherence to this Code will help us achieve this goal.

Sincerely,

A handwritten signature in black ink that reads "DR Greenly".

Duane R. Greenly  
President and CEO

## **Introduction**

The Code of Business Conduct and Ethics (the "Code") has been adopted by Ames True Temper Inc. and CHATT Holdings LLC's Board of Directors to promote Ames True Temper's adherence to ethical standards of conduct and compliance with all laws and regulations. This code cannot give an exact course of action or establish a procedure to handle every situation, but it is intended to establish a framework for making appropriate decisions on how to conduct ourselves in a variety of situations.

This code applies to all CHATT Holdings LLC associates worldwide (when used in this policy, "Ames" means CHATT Holdings LLC and all of its subsidiaries). The word "associates" means all employees, officers and directors when they are acting on behalf of Ames. Sales representatives, consultants and independent contractors are also expected to observe the Code when conducting business with or on behalf of Ames.

If an applicable law or regulation conflicts with this Code or imposes obligations higher or broader than those set forth under the Code, you must comply with the law or regulation. If a local custom or practice conflicts with the Code, you must comply with the Code. If you are unsure about how to apply the ordering of the rules described above, please contact the Vice President of Human Resources at Ames True Temper.

## **Responsibilities**

Ames True Temper's Vice President Human Resources is responsible for the implementation, administration and dissemination of the Code. Each manager is responsible for assisting associates under his/her supervision in understanding and complying with the Code. Each Ames associate is responsible for reading, understanding and complying with the Code.

Any manager, supervisor, officer or director of Ames who receives a complaint regarding, or a report alleging an existing or potential violation of the Code has a responsibility to either ensure that such complaint or report is investigated, and if necessary, remedied or promptly communicate such complaint to a more senior person within Ames, up to and including Ames's Chief Executive Officer and/or any member of the Audit Committee of the CHATT Holdings Board of Directors.

Ames may require new associates or current associates to execute certification of their receipt, understanding and compliance with the Code at any time.

## **Reporting Violations**

Ames intends to prevent violations of the Code and to stop existing violations, if any, as quickly as reasonably possible after discovery occurs. Therefore, we have enclosed an Ethics Hotline policy. Any Ames associate who becomes aware of any potential violation of

the Code must promptly call The Ethics Hotline which is enclosed in this booklet. It is available 24 hours a day, seven days a week to all company employees worldwide, including employees in Canada, Ireland, Mexico and China.

No associate should report any existing or potential violation of the Code to any person who may be involved in the issue giving rise to the existing or potential violation.

Anonymous reports will be investigated if sufficient information is provided. In conducting an investigation, Ames will respect the privacy of all concerned, however, complete confidentiality may not always be possible because of the need to conduct an investigation and take appropriate steps. Ames, however, will not tolerate any retaliation against an associate for reporting, in good faith, existing or potential violations of this Code. Any person who participates in retaliatory conduct is subject to disciplinary action up to and including termination of employment without notice (subject to applicable laws and regulations and any employment agreement which governs your employment). Knowingly or recklessly providing false information to Ames or the Ethics Hotline may result in disciplinary action, including termination without notice (subject to applicable laws and regulations and any employment agreement which governs your employment).

## **Policies**

The following corporate policies are incorporated into the Code:

- 1) Ethics Hotline Policy
- 2) Conflicts of Interest
- 3) Antitrust Compliance
- 4) Crime Against the Company
- 5) Sensitive or Improper Payments
- 6) Equal Employment Opportunity Policy
- 7) Harassment Policy
- 8) Computer Usage Policy

**SUBJECT: ETHICS HOTLINE POLICY**

I. **Policy Statement**

To establish an Ethics Hotline that allows any associate to report potential violations of the Company's Code of Conduct or other unethical behavior directly to senior management and/or the Audit Committee Chairman.

II. **Purpose**

This policy outlines the responsibilities and procedures of the third-party service provider and management for receiving, reporting and resolving associate complaints for potential violations of the Company's Code of Conduct or other unethical behavior.

III. **Description**

The Company will engage a third-party provider to maintain the Ethics Hotline and report all received complaints. The CFO, Sr. Vice President of Operations and the Audit Committee Chairman are ultimately responsible for investigating and resolving complaints.

The Ethics Hotline is a toll-free number (1-888-262-9714) that is available 24 hours a day, seven days a week to all company employees worldwide, including employees in Canada, Ireland and China. The Hotline is a voice mailbox with an introductory message, which gives three options for making a report:

- Provide contact information on the Ethics Hotline voice mailbox, and the third-party service provider will contact the associate to gather information about the incident. The associate's contact information can be shared with ATT.
- Same as above, but the contact information may not be shared with ATT.
- Provide detailed information about the incident on the Ethics Hotline voice mailbox and do not provide contact information.

The Ethics Hotline Policy was originally communicated to ALL associates on February 8th, 2007. Communication methods include Company-wide email, postings on the ATT intranet and company websites. Updated Code of Conduct policies will be distributed and signed by all US associates on an annual basis.

IV. **Procedure**

1. Third-party Provider Responsibilities

1.1 A message is left on the Ethics Hotline maintained by the third-party provider.

*1.1.1. Only contact information is provided by the caller*

**SUBJECT: ETHICS HOTLINE POLICY**

- 1.1.1.1 The first attempt to contact the associate must be within one business day of the voice mail message being placed. The third-party provider will request all pertinent information from the associate related to the alleged incident, including the work location, date and approximate time of occurrence, description of the occurrence and any ATT personnel involved. The third-party provider will notify associates that they can remain anonymous or provide their name if they would like to.
- 1.1.1.2 An incident report (if contact is made) or a status report (if contact is not made) must be emailed to the CFO and Senior Vice President of Operations within one business day of the voice mail message being placed. If the potential incident appears to require immediate attention, the third-party provider will attempt to contact both the CFO and Senior Vice President of Operations on the same business day.
  - 1.1.1.2.1 If the CFO or Senior Vice President of Operations is an involved party an incident report is not emailed to an individual named as an involved party. In this circumstance, the Audit Committee Chairman receives the incident report in place of the involved party.
- 1.1.1.3 If contact is *not* made after the first attempt, the third-party provider is required to make a minimum of two additional attempts to contact the associate. After each attempt, an incident report (if contact is made) or a status report (if contact is not made) must be emailed to the CFO and Senior Vice President of Operations on the same business day.
- 1.1.2 Detailed information about the incident is provided on the Ethics Hotline voice mailbox
  - 1.1.2.1 The third-party provider emails an incident report to the CFO and Senior Vice President of Operations. The email must be sent within one business day of the voice mail message being placed.
    - 1.1.2.1.1 If the CFO or Senior Vice President of Operations is an involved party an incident report is not emailed to an individual named as an involved party. In this circumstance, the Audit Committee Chairman receives the incident report in place of the involved party.

**SUBJECT: ETHICS HOTLINE POLICY**

1.2 Monthly Reporting

- 1.2.1 Third-party provider documents all calls received for the month in a report. This report should include ALL calls, even calls where attempts to contact the individual were unsuccessful.
- 1.2.2 The monthly report is emailed to the CFO and Senior Vice President of Operations within five business days of month-end. If there are no calls received by the Ethics Hotline for the month a report will be sent indicating "No calls received."

- 1.2.2.1 If the CFO or Senior Vice President of Operations is an involved party the monthly report is tailored for each recipient to exclude any call that involves the CFO or Senior Vice President of Operations.

1.3 Quarterly Reporting

- 1.3.1 The third-party provider documents all calls received for the quarter in a report. Please note the quarter for this purpose ends in the calendar quarter end (e.g., quarter ending December 31, March 31, June 30 and September 30). This report should include ALL calls, even calls where attempts to contact the individual were unsuccessful.

- 1.3.2 The quarterly report is emailed to the Audit Committee Chairman, CFO and Senior Vice President of Operations within five business days of quarter-end.

- 1.3.2.1 If the CFO or Senior Vice President of Operations is an involved party the quarterly report is tailored for each recipient to exclude any call that involves the CFO or Senior Vice President of Operations. In this circumstance, the Audit Committee Chairman receives the complete quarterly report including all calls.

2. ATT's Responsibilities

- 2.1 The CFO and Senior Vice President of Operations must determine the appropriate course of action within three business days of receiving an incident report. The CFO and Senior Vice President of Operations document, in writing, the actions to be taken.
- 2.2 The CFO and Senior Vice President of Operations are responsible for monitoring the progress of the investigation.
- 2.3 The CFO and Senior Vice President of Operations are responsible for monitoring the status reports and ensuring the third-party provider is making adequate attempts to contact individuals.

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**AMES TRUE TEMPER**

**Department: Human Resources**

**Policy: ATT001**

**Group: All**

**Issue Date: 02/16/2010**


**Supersedes: 03/01/2009**

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**SUBJECT: ETHICS HOTLINE POLICY**

- 2.4 The CFO and Senior Vice President of Operations inform the Senior Vice President of Operations and/or the Audit Committee Chairman of an incident report or status report as needed.
- 2.5 Quarterly Reporting
  - 2.5.1 The CFO and Senior Vice President of Operations document, in writing, the actions taken and status of all open calls as of the prior quarter end and all calls received during the current quarter. (Please note quarter for this purpose is defined in section 1.3.) Similar to the third-party provider report, this report should include ALL calls, even calls where attempts to contact the individual were unsuccessful.
  - 2.5.2 The quarterly report is provided to the Audit Committee Chairman within five business days of quarter-end.
  - 2.5.3 The Audit Committee must approve the closed status of a call before it can be removed from the quarterly report.

Exceptions to this policy are subject to the final approval of the Senior Vice President of Operations.

  
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Duane R. Greenly  
President and CEO

**SUBJECT: CONFLICTS OF INTEREST**

**I. Policy**

The employees of Ames True Temper (the "Corporation") are required to adhere to strict standards of business ethics to avoid relationships, activities, or ownerships, which might create, or appear to create, a conflict between the employee's personal interests and the interests of the Corporation in any business dealings.

**II. Discussion**

The Corporation is a privately owned company. Each employee, and particularly each salaried employee of the Corporation, has an obligation to the shareholders of the Corporation.

It is not practical to list all activities, relationships or interests which may create a conflict of interest. Those listed in this policy are examples and are not intended to be all inclusive.

Some of the conflicts of interest described are not only against the Corporation policy, but are illegal.

Definitions: Family includes the employee's spouse, as well as all children, parents, in-laws and other dependents.

**III. Policy Provisions**

A. An employee shall not seek or accept, for self or family (directly or indirectly), from any individual, organization or business entity doing (or seeking to do) business with the Corporation or competing with the Corporation:

1. Payment of any kind
2. Services
3. Loans (except from banks)
4. Travel
5. Entertainment\*
6. Vacations
7. Gifts (except advertising gifts with a value less than \$25)
8. Products at reduced cost

**SUBJECT: CONFLICTS OF INTEREST**

An employee shall report, in writing, to his or her supervisor or to the Ames True Temper Company CFO within 72 hours all offers of the above type, even when refused.

\*An occasional business luncheon is not considered entertainment. Occasional modest entertainment at dinner and/or for a sporting or a cultural event is permitted provided it is reported by the employee to his or her supervisor within 72 hours.

- B. An employee or members of the employee's family residing in the employee's household shall not give any gift to any individual, organization or business entity doing (or seeking to do) business with the Corporation.

EXCEPTIONS:

1. Any gift valued at \$25.00 or less which is either a consumable item or bears the marking of the Corporation.
2. Where such gift has been approved in advance by an Ames True Temper Corporate Officer (CFO or President and CEO).

- C. An employee or members of the employee's family shall not have any financial interest, direct or indirect, in any organization, business or business function which is (or seeks to be) in competition with the Corporation or which has (or seeks to have) business dealings with the Corporation.

EXCEPTIONS:

1. Stock holdings in widely held corporations where such interest is less than 1% of the outstanding stock.
2. Where such financial interest has been disclosed to and been approved by the CFO of the Corporation.

- D. An employee or members of the employee's family shall not purchase from or sell to the Corporation materials, parts, services, etc. nor be an

**SUBJECT: CONFLICTS OF INTEREST**

agent for or otherwise obtain personal gain from such sales or purchases.

EXCEPTION: Employee purchases through the Corporation.

- E. Except for an employee's position with the Corporation, a salaried employee shall not be employed by, nor serve as officer, director, employee, or consultant for any business operated for a profit without prior disclosure to, and approval by the CFO.

Approval will normally be granted where it is evident that both:

1. The employee and the Corporation will benefit.
2. No conflict of interest exists.

- F. An employee shall neither use for his own purposes nor reveal to anyone outside the Corporation any corporate confidential information without approval of the President and CEO or the CFO.

Information considered confidential includes, but is not limited to, the following:

1. Production rates and capacities (past, present and planned)
2. Sales or financial data
3. Cost data of any kind
4. Customer data
5. Price data (our products or our purchases)
6. Decisions or plans where such use or disclosure might be harmful to the Corporation

- G. A salaried employee shall not personally employ or use other Corporate employees in non-Corporate sponsored functions without approval of the CFO.

- H. An employee shall not use, nor permit others to use, Corporate equipment or materials for personal purposes.

- I. A Corporation employee involved in the selection of suppliers shall not:

**SUBJECT: CONFLICTS OF INTEREST**

1. Employ, use or purchase services from a supplier to the Corporation for personal purposes without approval of his superior.
2. Purchase items for personal purposes from such a supplier at other than regular published prices.

**IV. Implementation**

- A. This policy shall be sent to each salaried employee once each year along with a signature page, which shall be completed, signed and returned to the Corporate Human Resources Department.
- B. When an employee has, or feels he or she might have a possible conflict of interest, the employee shall report it to the CFO.
- C. The CFO will then review the situation.
  1. If he or she determines that no conflict of interest exists, he or she shall so advise the employee.
  2. If he or she determines that a possible conflict of interest does exist, he or she shall recommend to the President and CEO of the Corporation corrective action he or she feels the employee should take.
  3. After approval by the President and CEO of the Corporation of such corrective action, the employee shall be advised of the actions required (by a specific date) of the employee by the Corporation to protect its interests.
- D. Failure to disclose possible conflicts of interest or failure to take required actions to eliminate possible conflicts of interest shall make an employee subject to disciplinary action including suspension and/or discharge.
  1. Any new salaried employee who discloses to the Corporation a possible conflict of interest when this policy is first brought to

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AMES TRUE TEMPER

Department: Human Resources  
Policy: AP002  
Group: All  
Issue Date: 03/01/2009  
Supersedes: 11/25/2003

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**SUBJECT: CONFLICTS OF INTEREST**

his or her attention shall not be subject to disciplinary action provided the employee promptly takes the correction action required by the Corporation.

- E. Each salaried employee is fully responsible for his own compliance with this Policy.
- F. All of the actions mentioned, if applicable, must be reported to the President and CEO or CFO.
- G. The President and CEO shall annually report to the Board of Directors, any conflicts of interest involving Corporate Officers and the resolution thereof. Notwithstanding anything in this policy to the contrary, any conflicts of interest involving the President and CEO shall be submitted to the Board of Directors for review and appropriate action.



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Duane R. Greenly  
President and CEO

**SUBJECT: ANTITRUST COMPLIANCE**

**I. Policy**

The uncompromising policy of Ames True Temper (the "Corporation") is in strict compliance with the letter and spirit of the federal and state antitrust laws. Accordingly, each employee of the Corporation is required not only to comply with the letter and the spirit of those laws, but also to avoid conduct that could appear to constitute a violation of the law.

**II. Discussion**

- A. The antitrust laws are designed to promote competition and the free enterprise system by eliminating artificial restraints on competition. The penalties for a violation are severe. A corporation may be fined up to \$100 million, or double the gain or loss, if convicted of a criminal offense under the antitrust laws. Similarly, an individual, if convicted, may be fined up to \$1 million or double the gain or loss, and/or sentenced to up to ten (10) years in prison.
- B. In addition, the wrongdoer is subject to civil actions, including the award of treble damages (3 times the damages actually sustained by an injured party) plus reasonable costs and attorneys' fees.
- C. Under the heading "Guidelines" below, there is set forth a discussion of key provisions of the antitrust laws. This policy is intended to help you recognize antitrust problem areas and realize when legal advice is needed. If any employee has a question as to whether specified conduct is lawful under the antitrust laws, you should contact the Chief Financial Officer or antitrust counsel immediately before engaging in such conduct.
- D. Two concepts deserve special attention:
  - 1.1 Agreement. A written agreement is not necessary for an illegal agreement. A handshake, a nod or even responding to pressure or doing what you know is expected can be sufficient to establish agreement under federal antitrust law. An agreement may be inferred from your actions, so you should avoid contacts which would raise suspicion that an agreement exists.

**SUBJECT: ANTITRUST COMPLIANCE**

Note: Proper conduct is often characterized improperly in writing so as to appear illegal; each employee must be certain that what he or she writes accurately reflects what has taken place.

1.2 Per se Illegal. Agreements to engage in certain types of activities are considered so inherently anti-competitive they are per se illegal. Per se illegal means that the agreement, in and of itself, is illegal. There is no defense, justification or excuse for any kind for such agreement.

1.2.1 It is important not only to avoid a violation of the antitrust laws, but also conduct that could appear to constitute a violation. Many of us have friends working for competitors, customers and suppliers, and in these relationships, there should be a mutual understanding that there will never be any improper discussion of business matters, especially pricing, costs, quotations, capacity, product development, or marketing. Membership in trade associations also offers an opportunity for contacts which could appear to be questionable.

1.2.2 To avoid any appearance of illegal activity, all employees are expressly prohibited from communicating with competitors regarding any actual or potential business matters or issues, whether by telephone, mail or otherwise, except that individuals designated by the Corporation President and CEO or appropriate officer may communicate with a competitor regarding trade association matters and Corporate Officers may communicate with a competitor regarding bona fide sales or purchases between the Corporation and such competitor.

**III. Guidelines**

- A. Any agreement with a competitor concerning prices is per se illegal, irrespective of whether prices are increased or decreased. This includes agreeing as to elements of prices or terms and conditions of sale. CORPORATION PRICES MUST BE DETERMINED INDEPENDENTLY BY THE CORPORATION, WITHOUT CONSULTATION OF ANY KIND OUTSIDE THE CORPORATION.

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AMES TRUE TEMPER

Department: Human Resources

Policy: AP003

Group: All

Issue Date: 03/01/2010

Supersedes: 03/01/2009

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**SUBJECT: ANTITRUST COMPLIANCE**

B. NEVER DISCUSS PRICES OR PRICING POLICIES WITH COMPETITORS. If a competitor attempts to engage in such a discussion, terminate the conversation immediately. Never provide to, or accept from, a competitor a price list or information from which prices can be computed. Competitive price information can be obtained from customers, but customers should not be used as a clearing house for the exchange of price information. BE SURE TO NOTE THE DATE AND SOURCE OF ALL PRICE INFORMATION OBTAINED ON THE FACE OF THE MATERIAL.

EXCEPTION: Prices can be communicated in connection with a bona fide sale to or purchase from a competitor, but such transactions must be handled in their entirety by the appropriate Ames True Temper Corporate Officer.

C. An agreement with a customer concerning the price at which that customer will resell the product may be illegal. This area of the law is in flux right now. Proceed with extreme caution and contact ANTITRUST COUNSEL before taking any action. THE CORPORATION MAY SUGGEST RESALE PRICES BUT IT MUST BE CLEAR THAT THE CUSTOMER IS FREE TO ACCEPT OR REJECT THE SUGGESTION. Do not attempt to induce a customer to establish a particular resale price; do not condition price reductions upon the customer's agreement to pass such reductions on to its customers; do not agree to follow a supplier's suggested resale price or allow a supplier to dictate the Corporation's resale prices. Do not communicate with a customer concerning the pricing practices of another customer.

D. An agreement between competitors not to sell to or buy from certain individuals or firms is per se illegal. NEVER SUGGEST THAT A COMPETITOR, SUPPLIER, OR CUSTOMER SHOULD NOT SELL OR BUY FROM ANYONE. The Corporation has a legal right to choose its suppliers and customers, and to refuse to buy from or sell to anyone, but this right must be exercised independently by the Corporation.

E. It is per se illegal for competitors to divide or allocate territories in which they will sell or customers to whom they will sell. NEVER AGREE WITH A COMPETITOR TO SELL OR REFRAIN FROM SELLING IN ANY AREA OR TO ANY CUSTOMER OR CLASS OF CUSTOMERS. NEVER AGREE WITH A

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AMES TRUE TEMPER

Department: Human Resources

Policy: AP003

Group: All

Issue Date: 03/01/2010

Supersedes: 03/01/2009

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**SUBJECT: ANTITRUST COMPLIANCE**

COMPETITOR TO DIVIDE OR SHARE A CUSTOMER'S BUSINESS WITH THAT COMPETITOR.

- F. It may be illegal to limit the territory within which a customer is allowed to resell. WITHOUT PRIOR ADVICE OF ANTITRUST COUNSEL, NEVER ATTEMPT TO PREVENT A CUSTOMER FROM SELLING OUTSIDE A PARTICULAR AREA. WITHOUT PRIOR ADVICE OF ANTITRUST COUNSEL, NEVER SUGGEST TO A CUSTOMER THAT OTHER CUSTOMERS WILL NOT SELL IN ITS AREA. The Corporation may assign areas in which a customer is expected to concentrate its sales effort, but any such designation should make it clear that the customer is free to sell outside those areas.
- G. It may be illegal to sell a product only on the condition that the customer purchase another product. DO NOT – WITHOUT PRIOR ADVICE OF ANTITRUST COUNSEL – FORCE A CUSTOMER TO PURCHASE ADDITIONAL PRODUCTS NOT DESIRED BY THE CUSTOMER OR CONDITION THE SALE OF ONE PRODUCT ON THE SALE OF ANOTHER PRODUCT.
- H. It is usually illegal to sell to a customer only on the condition that the customer not deal with a competitor. WITHOUT PRIOR ADVICE OF ANTITRUST COUNSEL, NEVER IMPLY THAT A CUSTOMER MUST HANDLE THE CORPORATION'S PRODUCTS EXCLUSIVELY OR DROP A COMPETITOR'S PRODUCT IN ORDER TO SELL A COMPANY PRODUCT. WITHOUT PRIOR ADVICE OF ANTITRUST COUNSEL, NEVER IMPLY THAT A SUPPLIER MUST SELL TO THE COMPANY EXCLUSIVELY OR DISCONTINUE SELLING TO A COMPETITOR. All proposed requirement, supply or output contracts should be reviewed with the Chief Financial Officer prior to execution.
- I. It may be illegal for a buyer to purchase goods only on the condition that the seller purchase the buyer's products. It is the Corporation's policy to make purchasing decisions solely on the basis of price, quality, terms and service. WITHOUT PRIOR ADVICE OF ANTITRUST COUNSEL, NEVER IMPLY THAT A SUPPLIER MUST PURCHASE FROM THE CORPORATION IN ORDER TO SELL TO IT. WITHOUT PRIOR ADVICE OF ANTITRUST COUNSEL, NEVER IMPLY TO A CUSTOMER THAT THE PURCHASE OF THE

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AMES TRUE TEMPER

Department: Human Resources

Policy: AP003

Group: All

Issue Date: 03/01/2010

Supersedes: 03/01/2009

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SUBJECT: ANTITRUST COMPLIANCE

CORPORATION'S PRODUCTS WILL RESULT IN SALES TO THE CORPORATION.

- J. An agreement among competitors to restrict or increase production may be illegal.
- K. An agreement among competitors to standardize products may be illegal.
- L. Price discrimination is prohibited by the Robinson-Patman Act. Because this Act is complicated and difficult to apply, always consult with antitrust counsel with regard to any questions regarding the Robinson-Patman Act. Subject to that instruction, some general rules are:
  - 1. It may be unlawful to sell the same product to competing customers at different prices. Competing customers should be treated on a proportionately equal basis when granting promotions, discounts, allowances, or assistance in the form of services and facilities.

EXCEPTION: Discrimination justified on meeting an equally low price of a competitor is permitted, as is justification on cost savings, but the technicalities involved in the justification on cost savings are such that they require review by antitrust counsel.

- 2. It is unlawful for a buyer to knowingly induce or receive an improperly discriminatory price or service (meaning that the buyer received a lower price for the same product than another buyer paid). However, Corporation personnel should bargain for the lowest lawful price for goods and service purchased by the Corporation.
  - 3. Selling in one section of the country at a lower price than in another section for the purpose of eliminating competition or a competitor is usually unlawful.
  - 4. Selling at unreasonably low prices or below cost for the purpose of eliminating competition or a competitor is usually unlawful.
- M. Always immediately report suspected antitrust problems, issues or concerns to the Chief Financial Officer or antitrust counsel.

**V. Implementation**

- A. Each salaried employee is fully responsible for his or her own compliance with this policy.
- B. Never write or say anything you would not want disclosed in a courtroom. This prohibition applies to electronic mail communications. Also keep in mind that humor, satire and irony may not be reflected in your writings, and your written communications may unfortunately be taken literally when reread years later in court.
- C. This policy shall be sent to each salaried employee once each year with a signature page which shall be completed, signed and returned to the Corporate Human Resources Department.
- D. Any employee recognizing a potential problem area or having a question as to whether a proposed course of action is permitted under the antitrust laws should consult the CFO or antitrust counsel.
- E. No employee shall give to any other employee or accept from another employee any order or instruction which, if carried out, would be in violation of this policy. Any employee receiving any such order or instruction shall immediately report such occurrence to the Chief Financial Officer or antitrust counsel.
- F. Failure to comply with this policy and the antitrust laws will result in disciplinary action, including immediate dismissal. Claims of ignorance, acting upon order or instruction of superiors, good intentions, or failure to seek timely legal advice will not be accepted as excuses.
- G. The Corporation will be deemed to have adopted this policy, as written, as of the issue date; provided, however, the Corporation may adopt a variation of this policy so long as the adopted variation meets the minimum requirements set forth herein.
- H. The Corporation shall hold an antitrust seminar no less than once every two (2) years for appropriate members of Management and salaried employees.



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Duane R. Greenly  
President and CEO

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AMES TRUE TEMPER

Department: Human Resources

Policy: AP004

Group: All

Issue Date: 03/01/2009

Supersedes: 11/25/2003

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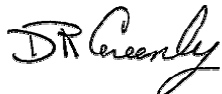
**SUBJECT: CRIME AGAINST THE COMPANY**

**I. Policy**

It is the duty of each employee to report any evidence of theft, fraud or other crime against Ames True Temper (The "Corporation") by another employee or any third party.

**II. Implementation**

1. Any employee who has any information or other evidence that another employee or any third party has engaged or is about to engage in theft, fraud or other crime against the Corporation shall immediately report such information or other evidence to the CFO or the Vice President of Human Resources.
2. The Ames True Temper CFO or the Vice President of Human Resources shall be responsible for conducting an investigation and determining the appropriate course of action.



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Duane R. Greenly  
President and CEO

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AMES TRUE TEMPER

Department: Human Resources

Policy: AP005

Group: All

Issue Date: 03/01/2009

Supersedes: 12/12/2003

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**SUBJECT: SENSITIVE OR IMPROPER PAYMENTS**

**I. Policy**

The payment of Ames True Temper funds to any individual organization or business entity is expressly prohibited where such payment is illegal or otherwise improper.

**Definition**

"Corporation" shall mean Ames True Temper. "Payment of Corporation funds", as used in this Policy, includes payment of Corporation monies, transfer of Corporation assets and permitting others to use Corporation assets for purposes other than the Corporation's business purposes, as well as promises of any of the foregoing.

**II. Specific Guidelines**

A. No employee shall make any payment of Corporation funds, directly or indirectly, to any individual, organization or business entity in order to induce such individual, organization or business entity to do (or continue to do) business with the Corporation or to induce such individual, organization or business entity to persuade another individual, organization or business entity to do (or to continue to do) business with the Corporation.

EXCEPTIONS:

1. Payments to designated territorial representatives who represent the Corporation in the sale of its products; or
2. Reasonable business entertainment of customers or customers' employees in the ordinary course of business; or
3. Payments for approved Corporation advertising

B. No employee shall make any payment of Corporation funds, directly or indirectly, to any governmental official for purposes of:

1. Influencing any act or decision of such official in his official capacity; or
2. Inducing such official to use his influence with a governmental office or agency to affect any act or decision of such governmental office or agency; or

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AMES TRUE TEMPER

Department: Human Resources

Policy: AP005

Group: All

Issue Date: 03/01/2009

Supersedes: 12/12/2003

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**SUBJECT: SENSITIVE OR IMPROPER PAYMENTS**

3. For purposes of assisting, promoting or otherwise financing the election or re-election of such official.
- C. No employee shall make any payment of Corporation funds, directly or indirectly to any political party, political party official, candidate for political office or other entity or representative involved in the campaign to elect or re-elect one or more persons to government office.
- D. No employee shall establish or maintain a secret or unrecorded fund for the purpose of facilitating sensitive or improper payments, or shall make any false or fictitious entries in the Corporation books or records.
- E. No employee shall make any payment of Corporation funds where he or she knows, or has reason to believe, that all or part of such payment is to be used for any of the purposes enumerated in Guidelines 1, 2 or 3 above or for any other unlawful or improper purpose.

### **III. Discussion**

Ames True Temper is a privately owned Corporation, and each employee of the Corporation has an obligation to the shareholders to assure that the Corporation's funds and assets are not used improperly or illegally. The Corporation is also required by law to maintain accurate and complete financial records of all transactions involving its funds and other assets of the Corporation, and to maintain internal accounting controls to assure that transactions involving its funds and other assets are properly authorized, recorded and audited.

The Specific Guidelines include examples of prohibited transactions involving Corporation funds and other assets. Those listed, of necessity, are not exclusive, but are typical of the type of transactions prohibited by this policy.

It should be recognized that most of the transactions listed not only violate Corporation policy, but are also illegal and may very well subject the Corporation and/or the employee involved in such transactions to criminal sanctions.

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AMES TRUE TEMPER

Department: Human Resources

Policy: AP005

Group: All

Issue Date: 03/01/2009

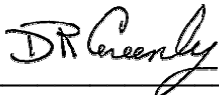
Supersedes: 12/12/2003

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SUBJECT: SENSITIVE OR IMPROPER PAYMENTS

**IV. Implementation**

- A. This policy shall be sent to each salaried employee once each year with a signature page that shall be completed, signed and returned to the Corporate Human Resources Department.
  
- B. When an employee has a question regarding the possible impropriety or illegality of a proposed payment of Corporation funds, he should review such a question with the CFO prior to the making of such a payment. Any employee who obtain knowledge of the payment of Corporation funds, which he believes may be illegal or improper should immediately report such payment, and all particulars known to him or her regarding the payment, to the CFO.
  
- C. Any employee who violates this policy shall be subject to discharge or other appropriate disciplinary action.
  
- D. Each salaried employee is fully responsible for his or own compliance with this policy.



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Duane R. Greenly  
President and CEO



## memorandum

To: ALL EMPLOYEES

From: Duane R. Greenly  
President and CEO

Subject: EEO Policy Statement

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It is appropriate at this time to reaffirm my personal commitment to all programs which provide equal employment opportunities for all applicants and employees.

As an equal opportunity employer, Ames True Temper will take affirmative action to ensure equal employment opportunity for all qualified applicants and employees without regard to race, color, religion, national origin, sex, age, physical handicap or veteran status.

To ensure the coordination and overall effectiveness of this location's commitment to these objectives, Chris Ebling has been designated the Corporate Equal Employment Opportunity Coordinator for Ames True Temper. The Affirmative Action Program is available for employee review in the Human Resources offices during normal business hours. If you have any questions concerning the objectives, implementation, or administration of our Affirmative Action Program, please contact the Human Resources Department.

A handwritten signature in cursive script that reads "DR Greenly".

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Duane R. Greenly  
President and CEO

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AMES TRUE TEMPER

Department: Human Resources

Policy: AP006

Group: All

Issue Date: 07/01/2010

Supersedes: 03/01/2009

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**SUBJECT: HARASSMENT POLICY**

**I. Policy**

All Ames True Temper employees have the right to work in an environment that is free from harassment for any discriminatory reason, such as race, color, sex, national origin, disability, age, marital status, sexual orientation, or religion.

**II. Eligibility:**

All Ames True Temper Salaried and Hourly employees, temporary workers, as well as any vendors, contractors or visitors on Ames True Temper premises.

**III. Policy Provisions:**

- A. Any harassment of an associate including but not limited to verbal comments, physical actions, website posting, emailing, blogging or any other electronic communications of an inappropriate nature, is a violation of this policy and may be a violation of various local, state, and federal laws.
- B. Derogatory racial, ethnic, religious, age, sexual, or other inappropriate remarks, slurs, or jokes will not be tolerated.

**IV. Definitions:**

A. Sexual Harassment

- 1. Unwelcome sexual advances, requests for sexual favors, and other physical, verbal, or visual conduct based on sex constitutes sexual harassment when:
  - a. Submission to such conduct is an explicit or implicit term or condition of employment;
  - b. Submission to or rejection of the conduct is used as the basis for an employment decision; or
  - c. The conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, or offensive working environment. This can include threats that are not carried out.

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AMES TRUE TEMPER

Department: Human Resources

Policy: AP006

Group: All

Issue Date: 07/01/2010

Supersedes: 03/01/2009

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**SUBJECT: HARASSMENT POLICY**

2. Sexual harassment may include explicit sexual; propositions, sexual innuendo, suggestive comments, sexually oriented "kidding" or "teasing," "practical jokes," jokes about gender-specific traits, improper physical contact, such as patting, pinching, or brushing against another's body.
3. Sexual harassment may include verbal or physical conduct of a sexual nature engaged in by a person of the same sex as well as of the opposite sex.
4. Sexual harassment does not refer to occasional compliments of a socially acceptable nature or welcome social relationships.

**V. Administration:**

- A. Any employee who feels that he/she has been subjected to conduct that violates this policy, should immediately bring the subject to the attention of a supervisor or Company official.
- B. If the person to whom an employee would normally bring such a concern is the source of the harassing conduct, or if for some reason the employee feels uncomfortable discussing the matter with them, the employee should contact their Vice President of Human Resources.
- C. Any manager or supervisor who observes or becomes aware of conduct prohibited by this policy by any other employee (or by anyone else, including outsiders, when inflicted on one of our employees) has an obligation to report the conduct to the Vice President of Human Resources immediately to ensure that the inappropriate conduct is stopped.
- D. In conducting an investigation, the Company will respect the privacy of all concerned, however, complete confidentiality may not always be possible because of the need to conduct an investigation and take steps necessary to eliminate the harassment.
- E. Any employee who engages in conduct that violates this policy is subject to discipline, up to and including termination.

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**AMES TRUE TEMPER**

**Department: Human Resources**

**Policy: AP006**

**Group: All**

**Issue Date: 07/01/2010**

**Supersedes: 03/01/2009**

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**SUBJECT: HARASSMENT POLICY**

- F. This policy prohibits any retaliation against any employee raising a complaint or providing information concerning an alleged violation of this policy.



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Duane R. Greenly  
President and CEO

**SUBJECT: COMPUTER USAGE POLICY**

**I. Policy**

As outlined by the Ames True Temper Information Technology department, a policy for acceptable use of Ames True Temper computer equipment and network resources has been established to reduce the misuse of company technologies.

**II. Description**

- A. The use of Ames True Temper automation systems, including computers, fax machines, and all forms of Internet/Intranet access, is for Ames True Temper business and for authorized purposes only. Brief and occasional personal use of the electronic mail system or the Internet is acceptable as long as it is not excessive or inappropriate, occurs during personal time (lunch or other breaks), and does not result in expense to Ames True Temper.
- B. Use is defined as "excessive" if it interferes with normal job functions, responsiveness, or the ability to perform daily job activities. Electronic communication should not be used to solicit or sell products or services that are unrelated to Ames True Temper's business; distract, intimidate, or harass coworkers or third parties; or disrupt the workplace.
- C. Use of Ames True Temper computers, networks, and Internet access is a privilege granted by management and may be revoked at any time for inappropriate conduct carried out on such systems, including, but not limited to.
  - 1. Sharing your individual usernames and passwords with other individuals within or outside of the organization;
  - 2. Failing to log off any secure, controlled-access computer or other form of electronic data system to which you are assigned, if you leave such computer or system unattended;
  - 3. Sending chain letters or participating in any way in the creation or transmission of unsolicited commercial e-mail ("spam") that is unrelated to legitimate Ames True Temper purposes;
  - 4. Engaging in private or personal business activities, including excessive use of instant messaging, chat rooms (see below), and solicitations for any non-Ames True Temper activity including, but not limited to, events, funds raisers, or similar activity;

**SUBJECT: COMPUTER USAGE POLICY**

5. Misrepresenting oneself or Ames True Temper;
  6. Violating the laws and regulations of the United States or any other nation or any state, city, province, or other local jurisdiction in any way;
  7. Engaging in unlawful or malicious activities;
  8. Deliberately propagating any virus, worm, Trojan horse, trap-door program code, or other code or file designed to disrupt, disable, impair, or otherwise harm either Ames True Temper's networks or systems or those of any other individual or entity;
  9. Using abusive, profane, threatening, racist, sexist, or otherwise objectionable language in either public or private messages. This includes any messages that might reasonably be viewed as derogatory, offensive or discriminatory;
  10. Sending, forwarding, or accessing pornographic or any other materials of a sexual nature;
  11. Causing congestion, disruption, disablement, alteration, or impairment of Ames True Temper networks or systems;
  12. Maintaining, organizing, or participating in non-work-related Web logs ("blogs"), Web journals, "chat rooms", or private/personal/instant messaging;
  13. Using recreational games; and/or
  14. Defeating or attempting to defeat security restrictions on Ames True Temper systems and applications
- D. Using Ames True Temper automation systems to access, create, view, transmit, or receive racist, sexist, threatening, or otherwise objectionable or illegal material is strictly prohibited. "Material" is defined as any visual, textual, or auditory entity. Such material violates Ames True Temper anti-harassment policies and is subject to disciplinary action. Ames True Temper's electronic mail system, Internet access, and computer systems must not be used to violate the laws and regulations of the United States or any other nation or any state, city, province, or other local jurisdiction in any way. Use of Ames True Temper resources for illegal activity can lead to disciplinary action, up to and including dismissal and criminal prosecution. Ames True Temper will comply with reasonable requests from law enforcement and regulatory agencies for logs, diaries, archives, or files on individual Internet activities, e-mail use, and/or computer use.
- E. Unless specifically granted in this policy, any non-business use of Ames True Temper's automation systems is expressly forbidden.

**SUBJECT: COMPUTER USAGE POLICY**

- F. If you violate these policies, you could be subject to disciplinary action, up to and including dismissal.

**III. Ownership and Access of Electronic Mail, Internet Access, and Computer Files**

- A. Ames True Temper owns the rights to all data and files in any computer, network, or other information system used in Ames True Temper. Ames True Temper also reserves the right to monitor electronic mail messages (including personal/private/instant messaging systems) and their content, as well as any and all use of the Internet and of computer equipment used to create, view, or access e-mail and Internet content. Employees must be aware that the electronic mail messages sent and received using Ames True Temper equipment are not private and are subject to viewing, downloading, inspection, release, and archiving by Ames True Temper officials at all times. Ames True Temper has the right to inspect any and all files stored in private areas of the network or on individual computers or storage media in order to assure compliance with policy and state and federal laws. No employee may access another employee's computer, computer files, or electronic mail messages without prior authorization from either the employee or an appropriate Ames True Temper official.
- B. Ames True Temper has licensed the use of certain commercial software application programs for business purposes. Third parties retain the ownership and distribution rights to such software. No employee may create, use, or distribute copies of such software that are not in compliance with the license agreements for the software. Violation of this policy can lead to disciplinary action, up to and including dismissal.

**IV. Confidentiality of Electronic Mail**

- A. As noted above, electronic mail is subject at all times to monitoring, and the release of specific information is subject to applicable state and federal laws and Ames True Temper rules, policies, and procedures on confidentiality. Existing rules, policies, and procedures governing the sharing of confidential information also apply to the sharing of information via commercial software. Since there is the possibility that any message could be shared with or without your permission or knowledge, the best

**SUBJECT: COMPUTER USAGE POLICY**

rule to follow in the use of electronic mail for non-work-related information is to decide if you would post the information on the office bulletin board with your signature. Dissemination of any proprietary or confidential data is strictly prohibited and appropriate action will be taken in the event that and proprietary or confidential data is released or used for personal gains.

- B. It is a violation of Ames True Temper policy for any employee, including system administrators and supervisors, to access electronic mail and computer systems files to satisfy curiosity about the affairs of others. Employees found to have engaged in such activities will be subject to disciplinary action.

**V. Electronic Mail Tampering**

- A. Electronic mail messages received should not be altered without the sender's permission; nor should electronic mail be altered and forwarded to another user and/or unauthorized attachments be placed on another's electronic mail message.

**VI. Policy Statement for Internet/Intranet Browser(s)**

- A. The Internet is to be used to further Ames True Temper's mission, to provide effective service of the highest quality to Ames True Temper's customers and staff, and to support other direct job-related purposes. Supervisors should work with employees to determine the appropriateness of using the Internet for professional activities and career development. The various modes of Internet/Intranet access are Ames True Temper resources and are provided as business tools to employees who may use them for research, professional development, and work-related communications. Limited personal use of Internet resources is a special exception to the general prohibition against the personal use of computer equipment and software.
- B. Employees are individually liable for any and all damages incurred as a result of violating Ames True Temper security policy, copyright, and licensing agreements.
- C. All Ames True Temper policies and procedures apply to employees' conduct on the Internet, especially, but not exclusively, relating to:

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AMES TRUE TEMPER

Department: Information Technology

Policy Type: General

Group: All

Issue Date: 08/31/2009

Supersedes: 07/29/2008

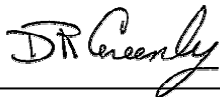
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**SUBJECT: COMPUTER USAGE POLICY**

intellectual property, confidentiality, Ames True Temper information dissemination, standards of conduct, misuse of Ames True Temper resources, anti-harassment, and information and data security.

**VII. Personal Electronic Equipment**

- A. Employees should not bring personal computers to the workplace or connect them to Ames True Temper electronic systems unless expressly permitted to do so by Ames True Temper. Any employee bringing a personal computing device or image recording device onto Ames True Temper premises thereby gives permission to Ames True Temper to inspect the personal computer or image recording device at any time with personnel of Ames True Temper's choosing and to analyze any files, other data, or data storage media that may be within or connectable to the personal computer or image recording device in question. Employees who do not wish such inspections to be done on their personal computers or imaging devices should not bring such items to work at all.
  
- B. Violation of this policy, or failure to permit an inspection of any device covered by this policy, shall result in disciplinary action, up to and possibly including immediate termination of employment. In addition, the employee may face both civil and criminal liability from Ames True Temper or from individuals whose rights are harmed by the violation.



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Duane R. Greenly  
President and CEO

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**AMES TRUE TEMPER**

**Department: Human Resources**

**Policy Type: General**

**Group: All**

**Issue Date: 03/10/2010**

**Supersedes: 12/01/2004**

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**SUBJECT: CODE OF BUSINESS CONDUCT AND ETHICS**

I have been provided a written copy of the Ames True Temper Code of Business Conduct and Ethics booklet. I have had an opportunity to read this booklet and hereby state that I fully understand its contents. I further state that I have had an opportunity to have any questions concerning this booklet answered to my satisfaction.

\_\_\_\_\_  
Employee's Signature

\_\_\_\_\_  
Employee's Name (Please Print)

\_\_\_\_\_  
Date