

» **GUIDE TO BUSINESS ETHICS & STANDARDS OF CONDUCT**



**“We will meet our challenges head-on
and achieve long-term success
while remaining true to our high ethical standards.”**

**Bruce Zorich,
UCI-FRAM Group President and CEO**

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WE ARE COMMITTED TO ETHICAL EXCELLENCE

Today's global economy places tremendous stress on businesses and individuals and we have all seen the headlines of those who have taken shortcuts to try to prosper at the expense of others. The UCI-FRAM Group businesses have a solid history of success achieved over many years and are well respected in the markets we serve. Our success has been achieved while being true to our values and maintaining our reputation for quality and integrity.

We all have a responsibility to perform our jobs to the best of our ability. We must also ensure, however, that we, individually and as a company, are true to our values and act in strict conformance with the law, customer requirements, and the highest standards of business ethics and business and financial reporting practices.

Each of our businesses operates in a very competitive environment and we have set high financial and operational performance goals. As we have embarked on a new partnership between our two companies, we have even greater challenges and expectations. We intend to meet or exceed all of the goals we have set for ourselves – ethically.

We know this is not easy. To help, we have various resources available to provide guidance and make sure we are able to make the right choices. These resources are detailed throughout this Guide and include our “hotline,” which we refer to as **the UCI-FRAM Group Ethics & Compliance Line (800-735-0658)**, also available on-line at www.uci-framgroup.alertline.com. When using the hotline, your confidentiality is protected and we will not tolerate any attempt to retaliate against anyone for raising issues in good faith.

Our ethics program is not just a book, or a poster, or a phone number, it exemplifies who we are and the way we run our business every day. We must continue to make sure our everyday actions support and demonstrate the highest level of business standards and conduct. Anything less is unacceptable.

Remember, it requires a team effort to achieve and maintain our objective of ethical excellence. I believe that complying with the information contained in this Guide as well as the training we receive and the guidance provided by our supervisors and others will allow us to say, with pride, that we are part of an organization that succeeds the right way.

Sincerely,
Bruce Zorich
President and CEO
UCI-FRAM Group

WE ARE BUILDING WITH OUR EYES ON THE FUTURE – FOCUSED ON BEING A COMPANY THAT SUCCEEDS WITH HARD WORK AND INTEGRITY.

Our Shared Values

- Uncompromising Integrity
- Long Term, Mutually Beneficial Relationships With Our Customers and Suppliers
- Individual Development and Growth
- Timely, Accurate and Complete Financial Reporting
- Continuous Improvement
- Safe, Healthy and Environmentally Friendly

Our Business Objectives

- Customer and Supplier Partnerships
- Commitment To Our Employees
- Market Responsive Leadership
- Globally Focused Business Integration
- Consistent, Long-Term Profit Improvement

INTEGRATING OUR VALUES, OUR STANDARDS OF BUSINESS CONDUCT AND OUR BUSINESS OBJECTIVES TO BUILD LONG-TERM SUCCESS

Our Shared Values

- Set the overall tone for how we conduct our business
- Reflect our character, culture and commitment to our company



Our Standards of Business Conduct

- Provide more specific guidance and resources as needed to resolve business ethics and compliance dilemmas
- Include our policies and procedures



Our Business Objectives

- Define the direction we, as a team, must go to achieve long-term success
- Our objectives must be accomplished while adhering to our Values and Standards of Conduct

OUR SHARED VALUES DEFINED

Integrity

We conduct our business guided by the highest ethical standards and recognize each individual's responsibility to ensure consistent compliance with these standards and related policies and procedures.

Customers

We put the customer first and are committed to establishing and maintaining long-term relationships based on mutual trust, honesty and respect.

Suppliers

We treat our suppliers fairly and honestly, recognizing they are an integral part of our business.

Employees

We believe in our people and seek to provide ample opportunity for development and growth, open communications and sharing of ideas, and appropriate reward for individual and team achievements.

Quality

We are dedicated to providing quality products that meet or exceed customer requirements. We continuously strive to improve product performance and work with our customers and suppliers to meet the needs of constantly changing markets and technology.

Reporting

We strive to provide full, fair, timely, accurate and understandable financial reporting compliant with all legal and regulatory requirements.

Community

We take pride in the communities in which we live and work, and acknowledge our responsibility to ensure safe, healthy and environmentally friendly conditions.

OUR RELATIONSHIP WITH OUR CUSTOMERS AND COMPETITORS

We will always strive to meet or exceed customer expectations for quality, price and delivery. We will build long lasting relationships with our customers based on mutual trust, integrity and honesty. We are sensitive to customer schedules, quality and costs and recognize the vital importance of supporting our customers' needs.

We Provide Quality Products And Services

We strive to provide products and services that meet or exceed our customers' expectations for quality, integrity, and reliability.

We Make Contract Terms Clear And Concise

We will communicate clearly and precisely so that our customers and we share a common understanding of the terms of our contracts including performance criteria, costs and schedules.

We Do Not Provide Or Accept Gifts Or Gratuities

Gifts and gratuities are always a high-risk area where the underlying motives for such activities can easily be misinterpreted.

Our basic rule is to avoid giving or accepting any gifts or gratuities.

We should never give or accept any entertainment or gifts that would adversely impact or appear to impact our job performance, cause embarrassment to the Company, or compromise our integrity or independence.

We will not offer or accept from any of our existing or potential customers cash gifts in any amount, or non-monetary gifts or gratuities with a fair market value of more than \$50.

We will never give any gifts or gratuities to federal, state or local government employees or their representatives, domestically or internationally.

OUR RELATIONSHIP WITH OUR CUSTOMERS AND COMPETITORS

Question: My supervisor told me we are behind schedule on a very important order for a key customer. He told me to “do whatever it takes” to deliver the product by month-end. I am concerned that our process and quality standards may not be followed. What should I do?

Answer: First, talk to your supervisor to voice your concerns and to clarify his instructions. If you are not satisfied, immediately talk to another member of management, your Human Resources representative or the UCI-FRAM Group Vice President, Internal Audit & Compliance (Karl Van Mill, 847-482-4340), or call **the UCI-FRAM Group Ethics & Compliance Line (800-735-0658)**; also available on the internet at www.uci-framgroup.alertline.com.

OUR RELATIONSHIP WITH OUR CUSTOMERS AND COMPETITORS

We Permit Reasonable Business Entertainment

We permit reasonable business entertainment, including traditional promotional events, as long as what is offered:

- is consistent with usual business practice,
- is infrequent,
- cannot be construed as a bribe or payoff,
- is not in violation of any law,
- will not embarrass the Company or ourselves if publicly disclosed.

We Prohibit Improper Payments

We strictly prohibit bribes, kickbacks or any other form of improper payment to any customer or government representative. We also strictly prohibit any employee from accepting such payments.

All contacts and dealings with our customers will be conducted so as to avoid even the appearance of impropriety or violation of any applicable law or regulation, or these standards of business conduct.

We are committed to ensuring ethical behavior in all of our business relationships and we welcome questions directly from our customers.

To our customers: Your questions can be directed through your usual contacts with UCI-FRAM Group, the UCI-FRAM Group Vice President, Internal Audit & Compliance (Karl Van Mill, 847-482-4340), or **the UCI-FRAM Group Ethics & Compliance Line (800-735-0658)**, also available on the internet at www.uci-framgroup.alertline.com.

OUR RELATIONSHIP WITH OUR CUSTOMERS AND COMPETITORS

We Deal With Our Competitors In A Legal And Ethical Manner

We may collect, share and use information about our competitors, but care must be taken to ensure it is done properly. Just as the Company values and protects its own nonpublic information, we respect the nonpublic information of other companies.

Acceptable Intelligence Gathering

It is acceptable to collect competitive intelligence through publicly available information or ethical inquiries. For example, we may gather and use information from sources such as:

- Publicly available filings with government agencies
- Public speeches of company executives
- Annual reports
- News and trade journal articles and publications

We also may ask third parties about our competitors, or accept competitive intelligence offered by a third party, as long as there is no reason to believe that the third party is under a contractual or legal obligation not to reveal such information.

Prohibited Activities

The following basic restrictions apply to our ability to gather competitive intelligence:

- We do not accept, disclose or use competitive information that we know or have reason to believe was disclosed to us in breach of a confidentiality agreement between a third party and one of our competitors.
- We do not disclose or use, without consulting Company legal counsel, competitive information that is, or we believe should have been, marked “proprietary” or “confidential.”
- We do not engage in any illegal or illicit activity to obtain competitive information.

You should also refer to page 24 regarding our compliance with Antitrust laws.

Any questions or issues can be addressed with the UCI-FRAM Group Vice President and General Counsel (Keith Zar, 847-482-4350) or through the UCI-FRAM Group Ethics & Compliance Line (800-735-0658), also available on the Internet at www.uci-framgroup.alertline.com.

OUR RELATIONSHIP WITH OUR SUPPLIERS, VENDORS AND SUBCONTRACTORS

We are committed to dealing fairly with our suppliers, vendors and subcontractors. We will emphasize fair competition without discrimination or deception, in a manner consistent with long lasting relationships. We will purchase all equipment, services and supplies based on merit. Our suppliers, vendors and subcontractors will be treated with fairness and integrity.

We Treat All Suppliers, Vendors And Subcontractors Fairly

We will treat all suppliers, vendors and subcontractors fairly and uniformly when we purchase goods or services. In deciding among competing suppliers, vendors or subcontractors, we will impartially weigh all factors and avoid even the appearance of favoritism.

We Do Not Provide Or Accept Gifts Or Gratuities

Our basic rule is to avoid giving or accepting any gifts or gratuities. We will not be influenced by or attempt to influence suppliers or potential suppliers by accepting or providing gifts or gratuities. We will not accept from or provide to our suppliers, vendors or subcontractors cash gifts in any amount, or non-monetary gifts or gratuities with a fair market value of more than \$50.

We Permit Reasonable Business Entertainment

Reasonable business entertainment is permitted, including traditional promotional events, as long as what is offered:

- is consistent with usual business practice,
- is infrequent,
- cannot be construed as a bribe or payoff,
- is not in violation of any law, and
- will not embarrass the Company or ourselves if publicly disclosed.

OUR RELATIONSHIP WITH OUR SUPPLIERS, VENDORS AND SUBCONTRACTORS

Question: One of our suppliers sent me an expensive gift basket for the holidays. What should I do?

Answer: If it is not possible to return the gift basket, you should donate it to a local charity on behalf of the supplier. Employees are prohibited from accepting any gifts with a value of more than \$50.

You should make sure all suppliers are aware of our policy regarding gifts so this situation is avoided in the future.

We Make Contract Terms Clear And Concise

We will communicate clearly and concisely so our suppliers, vendors and subcontractors understand the terms of our purchase orders and contracts, including price, quantity, performance criteria and schedules.

We Prohibit Improper Payments

We strictly prohibit bribes, kickbacks or any other form of improper payment to any supplier, vendor or subcontractor. We also strictly prohibit any employee from accepting such payments.

All contacts and dealings with suppliers or potential suppliers, vendors or subcontractors will be conducted so as to avoid even the appearance of impropriety or violation of any applicable law or regulation, or these standards of business conduct.

Question: A company we are considering for a supply contract has offered me and my family luxury box seats to a major sporting event. Is this a problem?

Answer: Yes, it is a problem. We select our suppliers solely on legitimate business reasons. We must avoid any action that would create or appear to create a conflict of interest.

When in doubt, you should consult the Company policy on meals and gifts and contact your supervisor, another member of management, the UCI-FRAM Group Vice President, Internal Audit & Compliance (Karl Van Mill, 847-482-4340), or **the UCI-FRAM Group Ethics & Compliance Line (800-735-0658)**, also available on the internet at www.uci-framgroup.alertline.com.

OUR RELATIONSHIP WITH OUR SUPPLIERS, VENDORS AND SUBCONTRACTORS

We Require Ethical Behavior Of Our Consultants And Contractors

Consultants and contractors providing services to UCI-FRAM Group must adhere to the same high standards of behavior and excellence required of UCI-FRAM Group employees. They must not act on behalf of the Company in any manner that is inconsistent with the highest standards of business conduct, Company policies or any applicable laws and regulations.

We are committed to ensuring ethical behavior in all of our business relationships and we welcome questions directly from our suppliers, vendors, subcontractors or consultants.

To our suppliers, vendors, subcontractors and consultants: Your questions or issues can be directed to your usual contacts with UCI-FRAM Group, the UCI-FRAM Group Vice President, Internal Audit & Compliance (Karl Van Mill, 847-482-4340), or **the UCI-FRAM Group Ethics & Compliance Line (800-735-0658)**, also available on the internet at www.uci-framgroup.alertline.com.

OUR RELATIONSHIP WITH THE COMPANY AND EACH OTHER

We are committed to treating each other fairly and to maintaining employment practices based on equal opportunity for all employees. We will respect each other's privacy and treat each other with dignity and respect. We are committed to providing safe and healthy working conditions and an atmosphere of open communications.

What Is My Ethical Responsibility?

In General -

- **UCI-FRAM Group Senior Management**

- Set the right "Tone at the Top" through guidance and personal actions.

- Provide the proper resources.

- Define direction of the business.

- Define and communicate policies.

- **Business Management and Supervision**

- Exemplify the UCI-FRAM Group ethics program; Lead by example.

- Communicate the direction of the business.

- Define and communicate procedures necessary to implement UCI-FRAM Group policies.

- Make decisions based on what is right, not what is easy.

- Communicate with employees openly and honestly; Listen.

- Promote the UCI-FRAM Group ethics program; encourage people to use the resources.

- **All Employees**

- Maintain positive business relationships with all with whom we come in contact.

- Speak up, ask questions.

- Unselfishly work as a team focusing on meeting our objectives.

- Embrace the program outlined in this Guide.

- Know and follow company policies and procedures.

OUR RELATIONSHIP WITH THE COMPANY AND EACH OTHER

We Are An Equal Opportunity Employer

We are an equal employment opportunity company that values the diversity of its workforce. Our goal is to provide challenging, meaningful and rewarding opportunities for employment and personal growth to all employees without regard to race, religion, color, national origin, age, gender, sexual orientation, physical or mental disability or status as a disabled veteran or other protected group.

We Maintain A Drug-free Workplace

We prohibit the manufacture, distribution, sale, purchase, transfer, possession or use of alcohol, illegal drugs or the misuse of prescription drugs in the workplace.

We also prohibit employees from being at work when their behavior, judgment or performance is or may be impaired.

We Prohibit All Forms Of Harassment

We forbid all forms of harassment by fellow employees, employees of outside contractors or visitors. This includes but is not limited to demeaning, insulting, embarrassing or intimidating behavior directed at any employee because of his or her race, religion, color, national origin, age, gender, sexual orientation, physical or mental disability or status as a disabled veteran or other protected group.

We ban sexual advances or physical contact, sexually oriented gestures or statements, and the display or circulation of sexually oriented pictures, cartoons or jokes in the workplace.

We also prohibit retaliation against anyone who rejects, protests or complains about sexual harassment.

We Believe In Your Right To Privacy

We respect our employee's privacy and therefore maintain only those historical and current employee and medical records needed for business, legal or contractual purposes, restricting access and knowledge of the contents to those with a legitimate need to know.

We will comply with all applicable laws regulating the disclosure of personal information about employees.

OUR RELATIONSHIP WITH THE COMPANY AND EACH OTHER

We Are Careful When Hiring Closely Related Persons

We will not discourage the tradition of family service and may employ persons related to UCI or FRAM Group employees. However, we will avoid placing family members in direct reporting relationships to the extent practical. The overriding considerations in this matter are fairness and the avoidance of any perception of favoritism.

We Strive For A Safe And Healthy Work Environment

We are committed to high standards of safety and employee protection. Meeting this commitment is the collective responsibility of all UCI-FRAM Group employees. To that end, we will comply with all applicable government safety, health, and environmental regulations, and establish systems to provide a safe and healthy workplace.

We are responsible for working safely to avoid risk to ourselves and colleagues, immediately identifying and reporting unsafe working conditions or breaches of security, and communicating ideas that will reduce injuries and workplace hazards.

Question: I think one of my co-workers may be drinking on the job. What should I do?

Answer: This represents a potentially serious safety issue and you should immediately consult with your supervisor or other management member, your Human Resources representative, the UCI-FRAM Group Vice President, Internal Audit & Compliance (Karl Van Mill, 847-482-4340), or **the UCI-FRAM Group Ethics & Compliance Line (800-735-0658)**; also available on the Internet at www.uci-framgroup.alertline.com.

We Protect Our Company's Assets

We are all responsible for protecting the Company's assets and ensuring their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability.

All Company assets, including information systems, networks, computers, and data must be used for legitimate business purposes only and control procedures, including passwording, must be followed to ensure adequate safeguarding. Consistent with local laws, we reserve the right to monitor the use of information technology resources and to take appropriate disciplinary actions in cases of misuse.

OUR RELATIONSHIP WITH THE COMPANY AND EACH OTHER

Question: I have seen a co-worker stealing supplies from our Company. What should I do?

Answer: Promptly contact your supervisor or other management member, your Human Resources representative the UCI-FRAM Group Vice President, Internal Audit & Compliance (Karl Van Mill, 847-482-4340), or **the UCI-FRAM Group Ethics & Compliance Line (800-735-0658)**; also available on the Internet at www.uci-framgroup.alertline.com.

We Protect Our Confidential Information And Trade Secrets

We may learn facts about the Company's business plans or "secrets of success" that are not known to the general public or to our competitors. Sensitive information such as customer lists, the terms or pricing offered to particular customers, marketing or strategic plans, and proprietary or product systems developments are examples of the Company's confidential information and trade secrets. Similarly, we may have access to information concerning transactions with other companies or confidential information about other companies.

We may not disclose, without proper approval, any confidential information or trade secrets of UCI or the FRAM Group to others or use any such information for our own or someone else's benefit.

Within our Company, we should disclose confidential information and trade secrets only to employees who need the information to carry out their business responsibilities.

We Protect Our Trademarks, Copyrights And Patents

In performing our responsibilities, we sometimes may create or develop information, practices, methods or inventions. We must assign any and all such creations to the Company to the extent permitted by law, whether such creation consists of improvements, designs, technologies, written materials, programs or other works. Such "intellectual property" might not be tangible like our buildings or equipment, but it is among the most valuable of our assets.

In other cases, we may develop inventions or create original works that are not part of our specific job-related responsibilities but that arise from information or resources that are available to us in connection with our employment and these must also be assigned to the Company to the extent permitted by law.

OUR RELATIONSHIP WITH THE COMPANY AND EACH OTHER

Creations involving Company information or processes, whether or not patentable or protectable by copyright, trade secret or trademark, belong to the Company.

When we leave UCI or the FRAM Group, for whatever reason, we must return any and all of the Company's intellectual property and other work products that are in our possession, including any copies.

If you have any questions or issues:

- call the UCI-FRAM Group Vice President and General Counsel (Keith Zar, 847-482-4350), or
- call **the UCI-FRAM Group Ethics & Compliance Line (800-735-0658)**, or
- login to the Internet at www.uci-framgroup.alertline.com.

We Should Never Be Afraid To Ask Questions Or Raise Issues

Remember, we should never hesitate to raise a concern or ask a question.

The foundation of our compliance effort is openness, accessibility and discussion within the UCI-FRAM Group community.

We encourage you to present ideas, raise concerns and ask questions – especially those of a legal or ethical nature, but also those relating to quality of work.

All managers and supervisors are personally responsible for supporting this policy and maintaining an “open door” for their direct reports and other employees who may reach out to them.

OUR REPORTING INTEGRITY

We are fully committed to conducting our business affairs with honesty and integrity and in full compliance with all applicable laws, rules and regulations.

We Provide Proper Reporting

We are committed to providing Company information to the public in a manner that is consistent with all applicable legal and regulatory requirements. Our reports and documents filed with or submitted to the U.S. Securities and Exchange Commission and our other public communications must include full, fair, accurate, timely and understandable disclosure.

We are responsible for protecting the confidentiality of non-public information about UCI and the FRAM Group, its subsidiaries, our customers, and our suppliers that we have obtained or created, and preventing the unauthorized disclosure of such information unless required by applicable law or regulation or legal or regulatory process.

Question: I hear a lot of discussion these days in the media regarding “**corporate fraud.**” What is fraud and what should I do if I suspect fraud in our Company?

Answer: Fraud is any dishonest act by an individual or individuals with the intent of gaining an improper benefit.

Fraud can take many forms including, but not limited to, false or intentionally misleading financial entries, theft of property, and intentionally inaccurate expense reports. Fraud can occur at any level of the organization.

We will promptly investigate any allegations of fraud and any employee who commits fraud will be subject to strong disciplinary action up to and including termination of employment and criminal prosecution.

If you suspect fraud or theft, you are required to immediately report it to any of the following: your supervisor or other member of management, the UCI-FRAM Group Vice President, Internal Audit & Compliance (Karl Van Mill, 847-482-4340), or **the UCI-FRAM Group Ethics & Compliance Line (800-735-0658)**, also available on the Internet at www.uci-framgroup.alertline.com.

OUR REPORTING INTEGRITY

If you make a good-faith report of suspected theft or fraud you will not be subjected to reprisal, or damage to your career, reputation or employment with the Company.

If for any reason you are not comfortable taking your concerns to the above resources you can communicate in writing directly to our Board of Directors.

This is UCI-FRAM Group's "**whistleblower**" option, which protects you from retaliation when reporting issues relating to suspected fraud and is similar to what almost all companies are providing these days.

Any written communications with the Board of Directors should be directed to:

Allen Hugli
c/o UCI-FRAM Group
1900 W. Field Court, Lake Forest, IL 60045

We Maintain Accurate And Reliable Records

Ensuring accurate and complete business and financial records is everyone's responsibility, not just a role for our accounting and finance personnel. Accurate record keeping and reporting reflects on the Company's reputation and credibility, and helps ensure that the Company meets its legal and regulatory obligations.

We must:

- Always record and classify transactions in the proper accounting period and in the appropriate account and department. We do not delay or accelerate the recording of revenue or expenses to meet budgetary or other goals.
- Support estimates and accruals with appropriate documentation and based on our best judgment.
- Ensure that all reports to regulatory authorities are full, fair, accurate, timely and understandable.
- Never falsify or improperly alter any document.
- Never distort the true nature of any transaction.

OUR REPORTING INTEGRITY

Comment: When the pressure is on to meet goals and projections for the business, it's hard to deal with rules, controls and paperwork.

Answer: It's true, there is a lot of pressure to perform and produce. But no matter how much emphasis our Company puts on making the numbers, the Company does not want you to do it by cutting corners. Rules, controls and policies are put in place to ensure that our Company complies with the law, external standards and our values. If you feel you or others are crossing the line or about to cross it, promptly contact your supervisor or other management member, your Human Resources representative, the UCI-FRAM Group Vice President, Internal Audit & Compliance (Karl Van Mill, 847-482-4340), or **the UCI-FRAM Group Ethics & Compliance Line (800-735-0658)**, also available on the Internet at www.uci-framgroup.alertline.com. Don't wait.

Transactions between the Company and outside individuals and organizations must be promptly and accurately entered into our books in accordance with generally accepted accounting principles and practices and company accounting guidance.

Misrepresenting facts or falsifying records for any reason is illegal and will not be tolerated.

If we have any reason to believe that any of the Company's books and records are not being maintained in an accurate or complete manner, we must report this immediately to any one of the following:

- our supervisor or other member of management,
- the Vice President, Internal Audit & Compliance (Karl Van Mill, 847-482-4340), or
- **the UCI-FRAM Group Ethics & Compliance Line (800-735-0658)**, also available on the Internet at www.uci-framgroup.alertline.com.

OUR REPORTING INTEGRITY

If for any reason you are not comfortable taking your concerns to the above resources you can communicate in writing directly to our Board of Directors. There can be no retaliation for properly using this or any of the other reporting options listed.

Any written communications with the Board of Directors should be directed to:

Allen Hugli
c/o UCI-FRAM Group
1900 W. Field Court, Lake Forest, IL 60045

We Adhere To Company Policies And Procedures

We comply with our administrative, accounting, operational and quality controls to assure that all reports are accurate and reliable, and that they fully and fairly disclose pertinent information.

Reasonable expenses incurred by employees in performing Company business travel will be reimbursed by filing expense reports, which must be documented accurately and completely and properly approved by management.

If we need help understanding or interpreting policies or procedures we can talk to:

- our supervisor or other management member,
- the Vice President, Internal Audit & Compliance (Karl Van Mill, 847-482-4340), or
- call **the UCI-FRAM Group Ethics & Compliance Line (800-735-0658)**, also available on the Internet at www.uci-framgroup.alertline.com.

OUR REPORTING INTEGRITY

We Ensure Unrestricted Audit Access And Reporting

Our auditors have unrestricted access to all operations, personnel and records necessary for the performance of their reviews.

No employee will knowingly misrepresent, omit or cause others to misrepresent or omit, material information about the Company to others, including the Company's independent and internal auditors.

Also, no action will be tolerated that has the effect of improperly influencing, manipulating, misleading or coercing the Company's external auditors for the purpose of rendering the Company's financial statements misleading.

We Avoid Conflicts Of Interest

A conflict of interest occurs when our personal or family interests interfere – or appear to interfere – with our ability to make sound business decisions on behalf of UCI and the FRAM Group. We need to avoid any situation that creates even the appearance of bias.

It is important to understand that merely having a conflict is not a violation of our policy, but failing to disclose that conflict is.

We should never use our position with UCI or the FRAM Group, or information acquired during our employment, in a manner that may create a conflict – or the appearance of a conflict – between our personal interests and those of the Company.

Examples of conflicts include:

- Obtaining or seeking to obtain any personal benefit from the use or disclosure of information that is confidential or proprietary to UCI or the FRAM Group, or from the disclosure of confidential or proprietary information about another entity obtained in the course of our employment with UCI or the FRAM Group;
- Improper use of our authority or management position to gain personal benefit from a decision or action by UCI or the FRAM Group that we are in a position to influence;

OUR REPORTING INTEGRITY

Examples of conflicts, continued

- Steering business to a supplier or vendor based on family or personal relationships;
- Acquiring or attempting to acquire property (including real estate, patent rights, securities, or other properties) knowing that UCI or the FRAM Group has, or might have, an interest in the properties;
- Knowingly competing with UCI or the FRAM Group or diverting a business opportunity from UCI or the FRAM Group;
- Using UCI-FRAM Group assets for other business or personal activities; or
- Allowing non-UCI-FRAM Group business or personal activities to diminish our effectiveness on the job.

We may not simultaneously work for any concern that does business with or competes with UCI-FRAM Group without prior written approval obtained through the UCI-FRAM Group Vice President, Internal Audit & Compliance (Karl Van Mill, 847-482-4340).

We must promptly disclose to the UCI-FRAM Group Vice President, Internal Audit & Compliance if a member of our family or household holds a position that can influence decisions at a firm that directly competes with or does business with UCI or the FRAM Group.

If we believe we have, or are about to enter into, a possible conflict of interest situation, we should immediately contact:

- Human Resources,
- the UCI-FRAM Group Vice President, Internal Audit & Compliance (Karl Van Mill, 847-482-4340), or
- **the UCI-FRAM Group Ethics & Compliance Line (800-735-0658)**, also available on the Internet at www.uci-framgroup.alertline.com.

OUR RELATIONSHIP WITH OUR COMMUNITIES

The Companies have a longstanding commitment to being good corporate citizens. We will conduct ourselves in a responsible and responsive manner and comply with the laws, regulations and customs of the communities in which we live and work. We support and encourage your involvement in community activities and organizations. We respect our environment and will protect our natural resources.

We Obey All Laws

While we are headquartered in the United States, our business is global. Frequently, the U.S. laws reach beyond its borders. For example, U.S. laws about how we sell our products, how we compete and how we interact with government officials frequently blanket our global locations.

We will be law abiding in all of our activities. We will build a safe environment for employees, suppliers, customers and the communities in which we live and work.

Compliance with the law does not comprise our entire ethical responsibility. Rather, it is a minimum, absolutely essential for performance of our duties.

We monitor compliance and, if appropriate, we voluntarily disclose any violations.

We cooperate fully with any government investigations or inquiries and will not alter or destroy any Company documents in anticipation of a Government investigation.

We can raise any questions regarding legal compliance matters through our supervisor or another member of management, the UCI-FRAM Group Vice President and General Counsel (Keith Zar, 847-482-4350), the Vice President, Internal Audit & Compliance (Karl Van Mill, 847-482-4340) or **the UCI-FRAM Group Ethics & Compliance Line (800-735-0658)**; also available on the Internet at www.uci-framgroup.alertline.com.

OUR RELATIONSHIP WITH OUR COMMUNITIES

UCI and the FRAM Group will comply fully with laws that prohibit a wide variety of activities associated with business dealings in the U.S. and internationally, including, but not limited to, the following:

Antitrust Laws

We support vigorous but fair and honest competition. The United States and many other countries have enacted laws – usually referred to as antitrust, monopoly, competition or cartel laws – designed to preserve free and open competition. We must make business decisions using independent judgment and avoid even the appearance of agreeing with a competitor to limit the way we compete with one another.

Examples of the above are discussing pricing or pricing policy, costs, marketing or strategic plans, proprietary or confidential information, agreeing on prices we will charge customers, agreeing to divide customers or markets, or boycotting certain customers, suppliers or competitors.

We must make factual and truthful statements about our products and those of our competitors, whether in advertising or in speaking with customers or others.

Question: Someone sent me a copy of our largest competitor's confidential internal pricing sheet for its products. This will be very helpful to us as we determine our pricing for next year. Can I use this information?

Answer: No. If the information is confidential, it cannot be used. Doing so is unethical and could expose you and the Company to serious risk under antitrust laws. You should immediately contact the UCI-FRAM Group Vice President and General Counsel (Keith Zar, 847-482-4350) for guidance.

Securities Laws

To do our jobs effectively, we may at times have access to information about UCI or the FRAM Group that is not available to others outside the Company.

We will not disclose or take advantage of any non-public information for personal gain (this requirement extends to our family members and associates).

OUR RELATIONSHIP WITH OUR COMMUNITIES

External Reporting / Disclosure of Information

All external communications involving financial or other general business matters must be reviewed and approved in advance by the UCI-FRAM Group Chief Financial Officer (George DiRado, 847-482-4165) or the UCI-FRAM Group Vice President and General Counsel (Keith Zar, 847-482-4350). Any external requests to obtain financial information require the same review and approval.

Sarbanes-Oxley (“SOX”)

In 2002, the U.S. Congress passed a law commonly referred to as Sarbanes-Oxley (SOX) in response to Enron and other fraudulent financial reporting issues surfacing at that time. The law includes a number of stringent requirements including annual management certifications that the Company’s internal controls over financial reporting are in place and working effectively.

To support management’s certification of financial controls, each of us must ensure that we (a) understand the key controls we are responsible for performing, (b) consistently apply the controls, (c) document and test their performance, and (d) promptly identify and report any control failures.

The law also requires establishment of a “whistleblower” option that protects you from retaliation when reporting issues relating to fraud. The Company provides a “hotline” **the UCI-FRAM Group Ethics & Compliance Line (800-735-0658)** as well as a “whistleblower” option providing reporting directly to our Board of Directors, as detailed on pages 18, 20, and 32 of this Guide.

Failure to comply with Sarbanes-Oxley can result in embarrassment to the Company, diminished value in the financial markets, and costly penalties for both the Company and its management.

Any questions or issues regarding compliance with Sarbanes-Oxley should be directed to the Vice President, Internal Audit & Compliance (Karl Van Mill, 847-482-4340) or you can call **the UCI-FRAM Group Ethics & Compliance Line (800-735-0658)**; also available on the Internet at www.uci-framgroup.alertline.com.

OUR RELATIONSHIP WITH OUR COMMUNITIES

Import and Export Control Laws

All governments regulate trade through restrictions on exports (e.g., license requirements) and imports (e.g., payments of duties) of goods, technology and services. Some are more restrictive than others. UCI and the FRAM Group will maintain procedures as necessary to comply with all Import and Export Control laws that govern the movement of commodities and technical data to and from countries in which we conduct business.

Foreign Corrupt Practices Act (FCPA) / U.K. Bribery Act

Under the Foreign Corrupt Practices Act, as well as the U.K.'s Bribery Act, we may not offer or accept (directly or indirectly through our representatives or agents) payments, gratuities or gifts to or from any government official. This applies to all operations, including internationally.

It is also against Company policy to engage in any form of commercial bribery, including the offer or acceptance of any improper payments, gratuities or gifts to obtain or retain business or secure services anywhere in the world.

- We frequently use agents or representatives in various countries to market and sell our products. We require due diligence in selecting and retaining these agents and representatives to ensure they understand and comply with our ethical and general business standards.
- In some parts of the world, small “facilitating payments” to government employees and their agents are customary and expected in exchange for performing routine services, such as providing phone service, however, it is difficult to know when a local law may make this practice illegal, and the penalties for a misstep can be severe.
- We will not engage in paying any facilitating payments without advance approval of UCI-FRAM Group senior management.

OUR RELATIONSHIP WITH OUR COMMUNITIES

Environmental Compliance

UCI and the FRAM Group abide by all applicable health, safety and environmental laws and regulations in countries and communities where we do business.

Where such laws and regulations do not exist or are considered inadequate, the Company will abide by its own high standards.

The Company is committed to environmental excellence in the design, manufacture, distribution, reuse and disposal of its products and supplies.

Question: I have noticed activities that may be creating a safety and environmental hazard, but it is not in my work area. I do not have to report it, do I?

Answer: Safety and environmental matters are everybody's "area" and everybody's responsibility. We should immediately report our concern to a safety and environmental professional at our location, our supervisor or other management member, our Human Resources representative, the UCI-FRAM Group Vice President, Internal Audit & Compliance (Karl Van Mill, 847-482-4340), or **the UCI-FRAM Group Ethics & Compliance Line (800-735-0658)**, also available on the Internet at www.uci-framgroup.alertline.com.

We Cooperate Fully With All Audits And Investigations

We cooperate fully with all internal or external investigations and audits and are open and honest when responding.

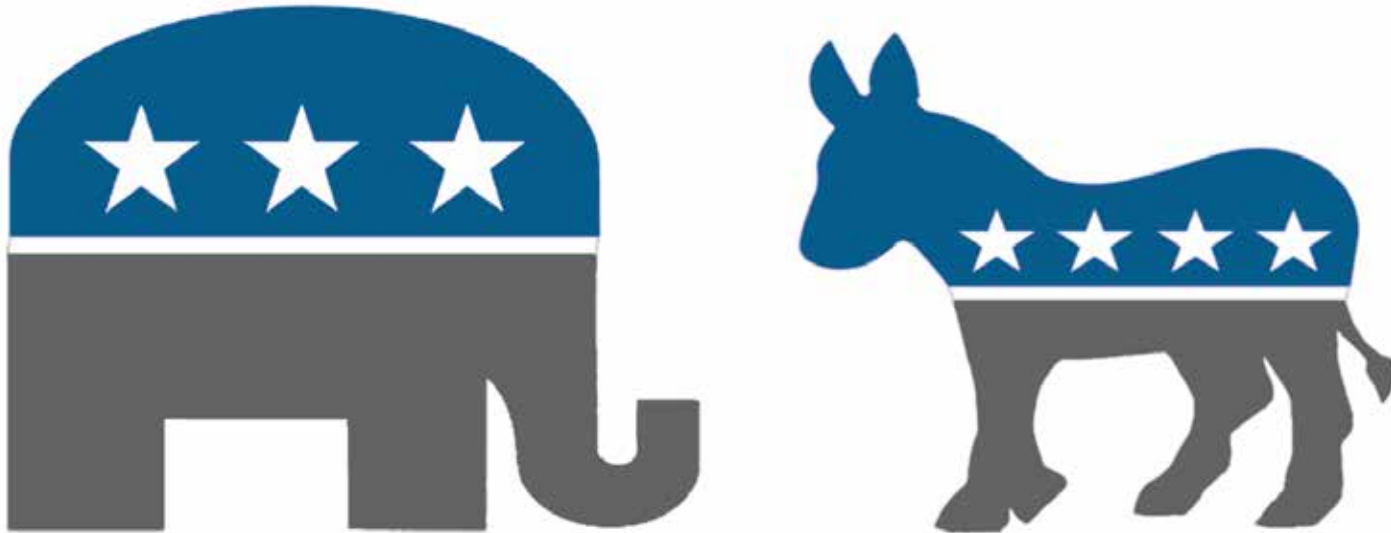
We will never alter or destroy records in response to an investigation or audit or when such an investigation or audit is anticipated.

Notice of any investigation or inquiry (other than routine interactions such as with taxing authorities) by any governmental agency or organization must be reported immediately to the UCI-FRAM Group Vice President and General Counsel (Keith Zar, 847-482-4350).

OUR RELATIONSHIP WITH OUR COMMUNITIES

We Do Not Make Political Contributions

We do not allow Company funds or other assets to be used for political contributions, directly or indirectly, in support of any party or candidate in any election on the federal, state or local level.



OUR ETHICS AND COMPLIANCE PROGRAM

Acting ethically and in compliance with our standards of business conduct is the individual responsibility of each and every employee. It is your responsibility to raise issues or report violations promptly through any of the following - the choice is yours:

- Your immediate supervisor or another member of management,
- A Human Resources representative,
- The Vice President, Internal Audit & Compliance (Karl Van Mill, 847-482-4340),
- **The UCI-FRAM Group Ethics & Compliance Line (800-735-0658)**, or
- The UCI Compliance Line website www.uci-framgroup.alertline.com.

We will thoroughly research any question or concern until it is resolved and provide feedback to you.

We will protect your confidentiality to the fullest extent appropriate or permitted by Company policy or the law.

The UCI-FRAM Group Vice President, Internal Audit & Compliance (Karl Van Mill, 847-482-4340) is responsible for the systematic enforcement of this Guide, in coordination with UCI-FRAM Group senior management.

OUR ETHICS AND COMPLIANCE PROGRAM

What Are Some Of The Ethical Warning Signs I Need To Watch For?

You (and the Company) may be on thin ice when you hear:

- “Do whatever it takes” to:
get the sale closed, or
product shipped, or
meet plan / forecast.
- “It doesn’t matter how it gets done, as long as it gets done.”
- “Everyone does it.”
- “Shred that document.”
- “No one will ever know.”
- “We didn’t have this conversation.”

Ask yourself:

- Do I already know the right thing to do?
- Will my actions or the actions of others violate the law?
- Are the actions against Company policies or procedures?
- Do the actions violate the Company’s values or my own personal values?
- How will it make me feel about myself?
- How would my decision look on the front page of the newspaper?
- Would I feel good if my family knew about it?
- What might happen if I don’t do anything?
- Do I need help making my decision?

HELP IS AVAILABLE WHEN YOU NEED IT!

OUR ETHICS AND COMPLIANCE PROGRAM

THE UCI-FRAM Group ETHICS & COMPLIANCE LINE (OUR “HOTLINE” 800-735-0658)

The UCI-FRAM Group Ethics & Compliance Line (800-735-0658) is a toll-free telephone number monitored on a 24-hour basis by outside professional personnel trained to coordinate the processing of UCI-FRAM Group ethics and compliance questions and issues, as well as questions pertaining to laws, regulations and company policies. No answering machines or other recording devices or caller identification systems are ever used.

When you call the UCI-FRAM Group Ethics & Compliance Line, here is what you can expect:

1. You will be asked if you wish to remain anonymous. If so, you will be given a case number and pin number, which you should write down for later reference.
2. You will be asked to describe the situation or present the question in your own words.
3. Relax, take your time and be as specific as possible (dates, times, names, etc.).
4. You will be asked about any prior efforts you have made to resolve your concerns or questions and what you were told.
5. You may be asked for details of any discussions you have had with your management and/or Human Resources. Please try to have names and dates available.
6. Your request for information or action will be handled promptly and professionally.
7. If you have chosen to remain anonymous, you will be instructed to call back on an assigned date and to give the case number and pin number to get feedback and possibly provide additional information.
8. If you have elected to give your name and phone number, you can still receive feedback through the UCI-FRAM Group Ethics & Compliance Line, or a UCI-FRAM Group representative will discreetly follow up with you to discuss the resolution of your issue and determine whether you have any additional concerns.

We will not tolerate any attempt by management or others to retaliate against you for calling the Compliance Line to ask questions or raise issues in good faith.

OUR ETHICS AND COMPLIANCE PROGRAM

NEW - On-line (Internet) Ethics & Compliance Line Access

UCI-FRAM Group now also provides a secure Internet access “hotline” site that allows you to safely submit your questions or concerns on-line and remain anonymous.

- Login at www.uci-framgroup.alertline.com
- As with the call procedures detailed above, you will be given a case number, pin number, and date to log back in and get a response.
- Follow the on-screen instructions and provide as much information as possible.

UCI-FRAM Group Corporate Management Contacts:

If you would like to discuss your issues or concerns directly with UCI-FRAM Group Corporate management, you may contact:

- Karl Van Mill, Vice President, Internal Audit & Compliance (847-482-4340)
- Joe Sangregorio, Vice President, Human Resources (847-482-4335)
- Keith Zar, Vice President & General Counsel (847-482-4350)
- George DiRado, Vice President and Chief Financial Officer (CFO) (847-482-4165)
- Bruce Zorich, Chief Executive Officer (CEO) (847-482-4022)

Board Of Directors Communications

If your issue involves the CEO or CFO of the Company or anyone charged with supervising the financial reporting or compliance processes, or if you feel your request for action has not been handled properly, you have the option of confidentially communicating in writing directly to our Board of Directors.

Any written communications with the Board of Directors should be directed to:

Allen Hugli
c/o UCI-FRAM Group
1900 W. Field Court, Lake Forest, IL 60045

OUR ETHICS AND COMPLIANCE PROGRAM

Confidentiality

It is essential that you feel secure when you participate in the UCI-FRAM Group ethics program.

Therefore, confidentiality is a top priority and we are committed to protecting your identity to the fullest extent possible whenever you interact with any element of this program.

Zero Tolerance For Retaliation

We value your help in identifying any potential problems that the Company needs to address.

Any retaliation against you for honestly raising an issue is unacceptable.

If you have raised a concern honestly, or participated in an investigation, that activity cannot be the basis for any adverse employment action, including separation, demotion, suspension, threats, harassment or discrimination.

If you work with someone who has raised a concern or provided information in an investigation, you should continue to treat the person with courtesy and respect.

If you believe someone has retaliated against you, promptly report the matter to:

- your Human Resources representative,
- the UCI-FRAM Group Vice President, Internal Audit & Compliance (Karl Van Mill, 847-482-4340), or
- **the UCI-FRAM Group Ethics & Compliance Line (800-735-0658)**; or login to the Internet at www.uci-framgroup.alertline.com.

Making False Accusations

We will protect any individual who raises a concern honestly, but it is a violation of our guidance to knowingly make a false accusation, lie to investigators, or interfere or refuse to cooperate with an investigation.

Honest reporting does not mean that you have to be right when you raise a concern; you just have to believe that the information you are providing is accurate.

OUR ETHICS AND COMPLIANCE PROGRAM

Waiver Of The Ethics Guide Provisions

There will be no waiver of any of the provisions of the UCI-FRAM Group Guide to Business Ethics and Standards of Conduct without prior written approval by UCI-FRAM Group senior management and, in some cases, the Board of Directors.

On-line Website For Our “Guide To Ethics And Standards Of Business Conduct”

The UCI-FRAM Group Guide to Business Ethics and Standards of Conduct is available on the Internet at www.ucinc.com and www.fram.com.

Question: I have a concern, but it is not covered in the UCI-FRAM Group Guide to Business Ethics and Standards of Conduct. Does that mean there is no problem?

Answer: No. The Guide cannot possibly address every situation or ethical dilemma. However, the values and other guidance provided can help you make the right decision.

We are all expected to act ethically even in the absence of specific company policies. As always, if you need help it is readily available.

Talk to your supervisor or other management member, your Human Resources representative, the UCI-FRAM Group Vice President, Internal Audit & Compliance (Karl Van Mill, 847-482-4340), call **the UCI-FRAM Group Ethics & Compliance Line (800-735-0658)**; or login to the Internet at www.uci-framgroup.alertline.com.

WHEN IN DOUBT, ASK FIRST.

OUR ETHICS AND COMPLIANCE PROGRAM

Additional Policy And Procedural Guidance

The Company maintains various policies that provide further guidance on matters identified in our Ethics Guide. UCI-FRAM Group policies are available on each of the Company's Intranet websites or from the UCI-FRAM Group Vice President, Internal Audit & Compliance (Karl Van Mill, 847-482-4340):

- Business Conduct Compliance
- Purchasing
- Business Entertainment and Gifts
- Records Retention
- Export Compliance
- Risk Management
- Information Technology, including your use of computers, software and technology
- Customer Business Proposals & Contracts
- Conflict of Interest
- Travel
- Intellectual Property
- Fraud and Theft Investigations
- Accounting & Financial Policies and Procedures

No communication or monitoring system can ensure complete compliance. In the end, each of us must use good common sense and judgment and ask for help when needed.

YOUR NOTES

**UCI-FRAM Group
1900 W. Field Court
Lake Forest, IL 60045
847-482-4340**