

UNITED COMPONENTS, INC.

A SUPPLEMENT TO
THE UCI “GUIDE TO ETHICS AND STANDARDS OF BUSINESS CONDUCT”
SARBANES-OXLEY CODE GUIDANCE FOR “SENIOR FINANCIAL OFFICERS”

1. Introduction

United Components, Inc. (“UCI”) is committed to conducting its business in compliance with the law and the highest standards of business conduct. This document reinforces certain standards that must guide the actions of UCI’s Chief Executive Officer, Chief Financial Officer, Controllers, the members of the Chief Financial Officer’s Financial Leadership Team and Business Unit Presidents (collectively, the “Senior Financial Officers”).

While covering a wide range of business practices and procedures, this document cannot and does not cover every issue that may arise, or every situation in which ethical decisions must be made, but rather sets forth key guiding principles of business conduct that UCI expects of its Senior Financial Officers. This document should be read in conjunction with UCI’s Guide to Ethics and Standards of Business Conduct, as well as other corporate policies and procedures.

This supplement is intended to be our Code of Ethics for Senior Financial Officers pursuant to the provisions of Sections 406 and 303 of the Sarbanes-Oxley Act of 2002 and related rules of the U.S. Securities and Exchange Commission.

2. Compliance with Laws, Rules, and Regulations

UCI is strongly committed to conducting its business affairs with honesty and integrity and in full compliance with all applicable laws, rules, and regulations. No Senior Financial Officer may commit an illegal or unethical act, or instruct or authorize others to do so, for any reason, in connection with any act, decision or activity that is or may appear to be related to his or her employment by or position with UCI.

3. Conflicts of Interest

All Senior Financial Officers have an obligation to act in the best interest of the Company, and should avoid any situation that presents an actual or potential conflict between their personal interests and the interests of UCI.

A Senior Financial Officer has a conflict of interest when his or her personal interests, relationships or activities, or those of a member of his or her family, interfere or conflict, or even appear to interfere or conflict, with UCI's interests.

A conflict of interest can arise when a Senior Financial Officer takes an action or has a personal interest that may adversely influence his or her objectivity or the exercise of sound, ethical business judgment. Conflicts of interest can also arise when a Senior Financial Officer, or a member of his or her family, receives improper and / or unauthorized personal benefits as a result of his or her position at UCI.

No Senior Financial Officer should improperly benefit, directly or indirectly, from his or her status as a financial officer of the Company, or from any decision or action by UCI that he or she is in a position to influence.

By way of example, a conflict of interest may arise if a Senior Financial Officer:

- Has a personal interest in a transaction involving UCI (other than routine investments in publicly traded companies);
- Accepts a gift, service, payment or other benefit (other than a nominal gift) from a competitor, supplier, or customer of UCI, or any entity or organization with which UCI does business or seeks or expects to do business;
- Lends to, borrows from, or has a material interest in a competitor, supplier, or customer of UCI, or any entity or organization with which UCI does business or seeks or expects to do business;
- Knowingly competes with UCI or diverts a business opportunity from UCI;
- Uses UCI assets for other business or personal endeavors;
- Obtains or seeks to obtain any personal benefit from the use or disclosure of information that is confidential or proprietary to UCI, or from the use or disclosure of confidential or proprietary information about another entity acquired as a result of or in the course of his or her employment with UCI;
- Serves as an officer, director, employee, consultant, or in any management capacity, in an entity or organization with which UCI does business or seeks or expects to do

business (other than routine business involving immaterial amounts, in which the Senior Financial Officer has no decision-making or other role);

- Has a material interest directly, or through a family member in an entity or organization with which UCI does business or seeks or expects to do business;
- Knowingly acquires, or seeks to acquire an interest in property (such as real estate, patent rights, securities, or other properties) where UCI has, or might have, an interest; or
- Participates in a venture in which UCI has expressed an interest.

4. Quality of Public Disclosure

UCI is committed to providing information about the Company to the public in a manner that is consistent with all applicable legal and regulatory requirements and that promotes investor confidence by facilitating fair, orderly, and efficient behavior. UCI's reports and documents filed with or submitted to the Securities and Exchange Commission, and UCI's other public communications, must include full, fair, accurate, timely, and understandable disclosure. All employees who are involved in the Company's disclosure process, including the Senior Financial Officers, are responsible for using their best efforts to ensure that UCI consistently meets such requirements.

Senior Financial Officers are responsible for taking all reasonable measures to protect the confidentiality of non-public information about UCI or its subsidiaries, customers or others obtained or created in connection with their activities, and to prevent the unauthorized disclosure of such information unless required by applicable law or regulation or legal or regulatory process.

Senior Financial Officers are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit material information about the Company to others, including the Company's independent auditors.

5. Improper Influence on Conduct of Auditors

Senior Financial Officers and persons acting under their direction are prohibited from taking action to fraudulently influence, manipulate, mislead or coerce the auditor of the company's financial statements for the purpose of rendering the company's financial statements misleading. Examples include, but are not limited to, causing or coercing an auditor:

- To issue or reissue a report on the company's financial statements that is not warranted in the circumstances,
- Not to withdraw an issued report that the auditor believes should be withdrawn, or
- Not to communicate matters to UCI's Audit Committee.

6. Compliance with The Guide and Supplement, and Reporting of Any Illegal or Unethical Behavior

Senior Financial Officers are expected to comply with all of the provisions of the UCI Guide and this Supplement. The Guide and Supplement will be strictly enforced and violations will be dealt with firmly, with Senior Financial Officers subject to corrective and/or disciplinary action up to and including possible dismissal. Violations of the Guide and this Supplement that involve unlawful conduct will be reported to the appropriate authorities.

Situations that may involve a violation of ethics or laws may not always be clear and may require difficult judgment. Senior Financial Officers who have concerns or questions about violations or possible violations of laws, rules or regulations, or of the Guide and this Supplement, should report them to the Director, Internal Audit & Compliance or through the **Ethics & Compliance Line (800-735-0658)**.

UCI encourages the Senior Financial Officers to promptly report, in confidence, any suspected violation of the Guide or this Supplement to the Director, Internal Audit & Compliance, the Audit Committee, or the Ethics & Compliance Line. The Company will not tolerate retaliation for reports or complaints regarding suspected violations of the Guide or this Supplement that are made in good faith. Open communication of issues and concerns without fear of retribution or retaliation is vital to the success of the UCI ethics and compliance program. The Company will take such disciplinary or preventive action as it deems appropriate to address any violations of the Guide and Supplement that are brought to its attention.

7. Resources

The Director, Internal Audit & Compliance is responsible for the enforcement of the Guide to Ethics and Standards of Business Conduct and this Supplement, in coordination with Senior Management and the Audit Committee of the Board of Directors. The Audit Committee will be informed of any violation of the Guide and this Supplement.

If you have a question or concern you may contact any of the following:

- a. **Karl Van Mill, Director, Internal Audit & Compliance (812-867-4721)**
- b. **The Audit Committee**
 - The Carlyle Group
 - 1001 Pennsylvania Avenue
 - Washington, DC 20004
 - c/o Ian Fujiyama
- c. **The Ethics & Compliance Line (800-735-0658)**

8. Covered Employees

This Code Supplement covers the following UCI employees:

- CEO
- CFO and his financial leadership team
- Corporate and Operational Controllers
- Each senior business unit financial leader
- Each business unit President

I acknowledge I have received a copy of the United Components, Inc. "Supplement to the Guide to Ethics and Standards of Business Conduct," and I understand and accept my responsibilities as described therein.

Print Name

Signed

Date

This form must be returned to the Vice President, Human Resources and will be retained in your personnel file.