



ASSOCIATED MATERIALS LLC CODE OF CONDUCT

Revised: 3/10/2015



ASSOCIATED MATERIALS®

Alside / Gentek / Revere / Alpine / Preservation / UltraGuard

INTRODUCTION

The Code of Conduct applies to all employees (referred to collectively as “employees”) and suppliers. It sets expectations for Associated Materials LLC (referred to as “the Company” or “Associated Materials”). The Code also applies to our non-employee members of the Board of Directors with regard to their Company related activities.

Specifics on seeking guidance and reporting ethical concerns, as well as other specifics such as supplemental policies or guidelines related to this Code of Conduct, may differ by country and are subject to local laws. This Code of Conduct is subject to periodic revisions.

If you have questions on how the Code of Conduct may apply, please contact Human Resources.

FROM THE PRESIDENT AND CEO

As we embrace change in our industry and organization, one thing that must never change is our commitment to our values and the highest ethical standards. Our values and standards are the foundation of the unique culture of Associated Materials that differentiates us, builds our brands, and inspires our customers and suppliers.

Our Code of Conduct is, and will, always be our steady compass. The Code sets the expectations for integrity and ethics that I expect all employees to follow. Read it, discuss it, and commit to upholding it. If you have any questions or concerns please contact your manager, Human Resources, the Whistleblower Hotline or any member of the Legal or Internal Audit functions.

I look forward to your continued commitment to live our values in the workplace each and every day.



Brian C. Strauss
President and CEO

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CODE OF CONDUCT

In all that we do, Associated Materials supports and upholds a set of core values and principles. Our future growth depends on each of us understanding these values and principles and continuously demonstrating the uncompromising integrity that is the foundation of our company.

The Code of Conduct sets the standard for how we work together to develop and deliver products, how we protect the value of the Company, and how we work with customers, suppliers and others. All of us at Associated Materials must abide by the Code.

The Code affirms six principles of conduct:

1. Conduct Business with Honesty and Integrity
2. Follow the Letter and Spirit of the Law
3. Treat Each Other Fairly
4. Conduct no Activity without the Proper Physical Safety Precautions
5. Act in the Best Interests of the Company and Avoid Conflicts of Interest
6. Protect the Company's Assets and Reputation

CONDUCT BUSINESS WITH HONESTY AND INTEGRITY

One of our core values is to conduct business with uncompromising integrity and professionalism. We put this value into practice by:

1. Communicating clearly, respectfully, and professionally in business,
2. Treating customers, suppliers, and others fairly,
3. Acting as a responsible corporate citizen, respecting human rights, and managing the impact of our business on the world around us, and
4. Preparing accurate financial and other books and records.

Communicating Clearly, Respectfully and Professionally in Business

We value clear, respectful and professional communication in all of our business interactions. Ambiguous and unprofessional communications – whether oral or written – can harm Associated Materials. Even well-intentioned communications can be misinterpreted. Examples of communications include email, presentation materials, voicemails, text messages, and instant messaging, as well as content in social media and websites. For more information, please see our policies on Computer Usage and Wireless Devices.

Treating Customers, Suppliers, and Others Fairly

Our success is based on strong relationships of mutual respect and trust with our customers, suppliers, and others. To maintain these strong relationships, we treat everyone we deal with the way we would expect to be treated with fairness, honesty, and respect.

In our marketing and in our interactions with customers and potential customers, we always represent Company products and services fairly and accurately.

Being a Responsible Corporate Citizen

For Associated Materials, corporate responsibility means achieving business success in ways that demonstrate respect for people and uphold the values and high standards of ethics expressed in our operating principles and our environmental health and safety policies.

We demonstrate respect for people and the planet and ask all our employees to consider the short and long-term impacts to the environment and the community when they make business decisions. In all our activities, we need to uphold Associated Materials' rules and act as a role model for socially responsible behavior.

Preparing Accurate Financial and Other Records

Our financial and other business records shape the business decisions we make. We are responsible for ensuring that Associated Materials' books and records are complete, fair, accurate, timely, and understandable reflections of the company's operations and business activities.

Any records required by our jobs, such as time cards and expense reports as well as disclosures in documents we file or furnish to the SEC or other agencies must be accurate and complete. If questions arise, ask a manager for assistance. If you become aware of records that may be inaccurate, report the situation immediately to Internal Audit, Legal or the Whistleblower Hotline. We do not support or condone preparing false records under any circumstances.

We employ auditors to ensure that the way we conduct business and keep records is consistent with relevant accounting standards. We must cooperate with auditors and ensure that anyone acting under our direction also cooperates with auditors.

FOLLOW THE LETTER AND SPIRIT OF THE LAW

As an international company, Associated Materials must comply with the laws of countries in which it does business. We are each responsible for knowing and following all applicable laws or regulations.

We also must act in a manner that upholds the spirit and the intent of the law. Where the Code of Conduct or company guidelines differ from local laws or regulations, we must always follow the stricter standard. If you believe the requirements of the Code conflict with local law, consult Legal.

Violations of laws and regulations have serious consequences, both for the company and for the individuals involved. Therefore, when questions arise on these or other legal matters, you should always seek guidance from Legal.

Some of the legal topics we encounter include antitrust, bribery, environmental, import-export, intellectual property, privacy, and public communications.

Antitrust

Antitrust laws, sometimes also called competition laws, govern the way that companies behave in the marketplace. Antitrust laws encourage competition by prohibiting unreasonable restraints on trade. These laws deal in general terms with the ways companies deal with their competitors, customers, and suppliers.

Violating antitrust laws is a serious matter and could place both the company and the individual at risk of substantial criminal penalties.

In all regions and countries where we do business, we are committed to competing vigorously but fairly.

To adhere to antitrust laws, we must not:

1. Communicate with any competitor relating to price, any term that affects pricing, or production levels,
2. Divide or allocate markets or customers,
3. Agree with a competitor to boycott another business, or
4. Put inappropriate conditions on purchases or sales.

We need to follow our company pricing policies carefully. The Regional Sales Vice President (RSVP) and Regional Direct Sales Manager are responsible for sales in your region. They have information regarding procedures to be followed in dealing with competitors and can answer questions. For more information please see our specific policy on Antitrust Regulations.

Bribery and Anti-Corruption

The United States as well as many other countries have bribery and other anti-corruption laws that are intended to prevent companies and individuals from gaining an unfair advantage and from undermining the rule of law. We must never offer or accept bribes or kickbacks, and must not participate in, or facilitate, corrupt activities of any kind.

This prohibition on offering or paying bribes also applies to third parties acting on Associated Materials' behalf, such as contractors, consultants, or independent sales representatives. We must never engage a third party who we believe may attempt to offer a bribe to conduct company business.

When doing business with governments, consult with Legal to be certain you are aware of any special rules or laws that apply. Obtain the required approvals related to third-party gifts, meals, entertainment, and travel before providing anything of any value to a Government Official.

Environmental Management and Compliance

A number of environmental laws, standards, requirements, and policies apply to our business operations, practices, and products. We have a responsibility to understand and follow these requirements, including:

- Conserving energy, water, raw materials and other natural resources,
- Managing materials and wastes properly, and
- Complying with environmental permits and health and safety requirements.

We strive to reduce and minimize the use of hazardous materials and the environmental impact of our manufacturing technologies.

We expect our suppliers and others to comply also with all applicable environmental, health and safety laws and standards in their operations.

Import and Export Compliance

In each country in which we do business, laws and regulations govern imports and exports. Many of these laws and regulations restrict or prohibit the physical shipment of our products to certain destinations, entities, and foreign persons. In many cases, the law requires an export license or other appropriate government approvals before an item may be shipped or transferred.

We have a responsibility to comply with these laws and regulations. Therefore, we must clear all goods through customs and must not:

- Proceed with a transaction if we know that a violation has occurred or is about to occur,
- Transfer product unless we have obtained an approved export license, and
- Apply an inappropriate monetary value to goods and services

Violations, even inadvertent ones, could result in significant fines and penalties, denied export licenses, loss of export privileges, or customs scrutiny and delays. Because these laws and regulations are complex and unique in each country, we provide guidelines locally. If you are responsible for the import or export of materials, it is your responsibility to know the rules.

Intellectual Property

Intellectual property rights are crucial to protecting the investments that companies and individuals make in developing new products and ideas. We protect our intellectual property and respect the intellectual property rights of others.

We may not copy, reproduce, or transmit protected material, such as writing, artwork, music, video, photographs, movie clips and software unless we have authorization or licensing.

Intellectual Property (con't)

We must use the confidential information of Associated Materials or others only for business purposes and disclose it only to those who are authorized and have a need to know. Even after we leave Associated Materials employment, we must continue to protect confidential information (whether Associated Materials' or another party's) and not use or disclose it without authorization.

Furthermore, we must not request or encourage anyone to use or disclose privileged, proprietary, or confidential information unless they are authorized to do so by the owner of that information.

Privacy

The United States and Canada have privacy laws that govern the appropriate collection and use of personal information, which includes any information relating to an identifiable individual such as an email address, physical address, payment card information or government identification number.

We are committed to protecting the reasonable privacy expectations of everyone with whom we do business, including our customers, consumers and employees. We believe responsible stewardship of personal information helps maintain trust in Associated Materials and in our products and services. We recognize the importance individuals place on the ability to control the collection and use of their personal information.

As Associated Materials employees, we each have a responsibility to comply with all privacy and security requirements.

When questions, issues or concerns arise, consult with Legal or a member of our Human Resources team. For more information, please see our HIPAA Privacy Policy.

Public Communications

Because of our public debt, Associated Materials must comply with a variety of regulations that govern public communications to investors and the public and promote transparency in financial markets. Associated Materials has specific requirements for financial reports and documents that the company files with, or submits to, the U.S. Securities and Exchange Commission and in other public communications.

Therefore, if you are responsible for preparing such reports or contributing information for such reports, you need to ensure that the disclosures are accurate, reliable, and complete.

In addition, only authorized employees may make any public statements on behalf of Associated Materials, whether to the media, investors, or in other external forums, including the Internet. This includes disclosing new or confidential information regarding Associated Materials through social media applications and websites. If you are contacted by a reporter or the public on a topic on which you are not authorized to speak, refer the inquiry to Senior Vice President/Chief Marketing Officer or Legal.

TREAT EACH OTHER FAIRLY

One of our core values is to work as a team with respect and trust for each other. We strive to uphold open and honest communication and to protect employees from discrimination, harassment, or unsafe practices.

Open and Honest Communication

We value the free flow of thoughts, ideas, questions, and concerns. We encourage employees to raise work-related issues or concerns through our established processes as soon as issues or concerns arise.

We do not tolerate any retaliation against employees for asking questions or making good faith reports of possible violations of law, the Code, or other guidelines. For more information, please refer to our Equal Employment Opportunity Policy which describes our non-retaliation rules.

Equal Employment Opportunities and Discrimination

We value diversity in our workforce, as well as in our customers, suppliers, and others. We provide equal employment opportunity for all applicants and employees. We do not discriminate on the basis of race, color, religion, sex, national origin, ancestry, age, disability, medical condition, genetic information, military and veteran status, marital status, pregnancy, gender, gender expression, gender identity, sexual orientation, or any other characteristic protected by local law, regulation, or ordinance. We also make reasonable accommodations for disabled employees and applicants, as required by law.

We follow these principles in all areas of employment including recruitment, hiring, training, promotion, compensation, benefits, transfer, and social and recreational programs. Please also see our Equal Employment Opportunity Policy.

Anti-Harassment

We are committed to providing a workplace free of harassment based on personal characteristics such as race, color, religion, sex, national origin, ancestry, age, disability, medical condition, genetic information, military and veteran status, marital status, pregnancy, gender, gender expression, gender identity, sexual orientation, or any other characteristic protected by local law, regulation, or ordinance. We strongly disapprove of and do not tolerate harassment of employees by managers or co-workers. We must treat co-workers, customers, and suppliers with dignity and respect. For more information, please see our statement of policy on Harassment.

We prohibit threats or acts of violence against co-workers, vendors, customers, or others. If you become aware of a threat or act of violent behavior in or near the Associated Materials workplace, notify management of the details of the act or threat immediately. Managers who receive such information should immediately notify Legal or Human Resources as applicable. See also our statement of policy on Workplace Violence.

SAFETY

We comply with the safety laws, standards and guidelines that apply to our business. Sound safety practices are important in all of our workplaces.

To protect our employees, the public, and our communities, we conduct no activity without the proper safety precautions and produce no product without the proper safeguards.

We believe workplace injuries and illnesses are preventable. Customers, employees and suppliers at our workplaces need to obey the safety requirements that apply to our jobs and workplaces. We must not begin or continue any work activity contrary to safety requirements. Please refer to Safety policies specific to your area of the business.

ACT IN THE BEST INTERESTS OF ASSOCIATED MATERIALS AND AVOID CONFLICTS OF INTEREST

A conflict of interest may occur when an employee's personal or family interests interfere – or even appear to interfere – with the employee's ability to make sound business decisions in the best interest of Associated Materials. We should not put ourselves in situations where we could be tempted to make business decisions that put our personal needs ahead of Associated Materials' interests.

Conflict of Interest Examples

Conflicts of interest typically arise in the following situations:

- Conducting any non-company business that interferes with the proper performance of our roles, such as conducting non-company business during working hours; utilizing confidential or proprietary information or processes gained as a company employee; or using company property or equipment for non-company uses (exceeding reasonable personal use)
- Offering or accepting a gift, meal, entertainment, or travel expense that could be viewed as a bribe
- Accepting any personal benefit that is, or could be, interpreted as being given to us because of our role or seniority, or because the donor believes we might be in a position to assist them in the future
- Participating in or influencing a company decision that may result in a personal gain, gain for an immediate family member, or gain for someone with whom we have a close personal relationship
- Making use of business opportunities discovered or learned through the use of company property, information, or our positions that may result in a personal gain, gain for an immediate family member, or gain for someone with whom we have a close personal relationship
- Serving on the board of directors or advisors of a competitor or a company that has or is seeking a business relationship with Associated Materials, or owning a material interest in such an organization, where our ability to make decisions in Associated Materials' best interest could be compromised. Material is defined as greater than 5% ownership interest
- Participating in or influencing a company decision to hire a family member, or supervising an immediate family member or someone with whom we have a close personal relationship
- Your family members work for a competitor, customer or supplier

Handling Conflicts of Interest

We recognize that a conflict of interest may arise without any willful action on our part or that changes in circumstances may create a conflict or appearance of a conflict in situations where previously none existed.

If you become aware of a possible conflict of interest, disclose it immediately to your manager, making a full report of all pertinent facts and circumstances. The manager will determine, in consultation with Legal as necessary, whether a conflict of interest exists, what needs to be done to resolve the conflict, or whether you may proceed.

Disclosure is mandatory; failing to disclose a conflict of interest is a violation of the Code. For questions and additional guidance, please consult with Legal.

Gifts, Meals, Entertainment, and Travel

The exchange or provision of gifts, meals, entertainment and travel (“GMET”) may create a real or perceived conflict of interest or a situation where those expenses could be viewed as a bribe under applicable laws and international standards. Associated Materials expects its employees and third parties to comply with the following principles when giving or receiving GMET:

- We comply with anti-corruption laws.
- The GMET must be for a legitimate purpose, such as to promote, demonstrate, or explain a company product, position, or service.
- The GMET must not place the recipient under any obligation. We do not offer, promise, or give anything of value with the intent to improperly influence any act or decision of the recipient in Associated Materials’ or your company’s favor, or with the intent of compromising the recipient’s objectivity in making business decisions.
- The GMET must be made openly and transparent, be reasonable, and appropriate to the business relationship and local customs, and not cause embarrassment by its disclosure.
- Accurately record all GMET provided on Associated Materials’ behalf.
- We give GMET to a Government Official (including employees of government agencies, public institutions and state-owned enterprises) only in limited circumstances and only with the proper pre-approvals.
- ALL GMET given to a customer in excess of:
 - \$500 by a sales representative
 - \$1,000 by a Regional Sales Vice President
 - \$2,500 by a Senior Vice Presidentwill be “pre-approved” by the employees direct manager, Legal or the Chief Financial Officer.
- All Gifts or Payments received by an Associated Materials employee in excess of \$100 or Meals and Entertainment (i.e. dinners, sports tickets, etc.) in excess of \$250 will be disclosed on the annual Conflict of Interest disclosure survey.

Finally, it is the policy of Associated Materials that, during occasions when two or more employees are in attendance when entertaining a customer or customers, the most senior Associated Materials employee in attendance will pay the charges and submit the expense(s) under the Company’s expense reimbursement procedures.

For questions and additional guidance, please consult with Legal.

PROTECT THE COMPANY’S ASSETS AND REPUTATION

We spend considerable resources to develop and maintain assets used for the company’s business. We each have a responsibility to comply with all procedures that protect the value of Associated Materials’ assets, including physical assets, information, Associated Materials brands, and its good name and reputation.

Protecting Physical Assets

Our physical assets include facilities, equipment, vehicles, and computer and communications systems. We are to use these assets primarily for our business. As a narrow exception, we may use vehicles, computer and communications systems for reasonable, personal use.

We need to follow applicable security and use procedures to protect the company’s physical assets from theft, loss, damage, and misuse, including unauthorized access. Report the theft, loss, damage, or misuse of company physical assets to Human Resources as soon as possible.

While we respect employee privacy, we should not assume that our desk, office, or use of computer devices or telephone equipment is private or confidential. Subject to local laws and under the guidance of Legal, the company may search and review both incoming and outgoing communications and all device information, including any password-protected employee communications.

Maintaining Information Security

Proprietary information is another valuable company asset and includes internal and external communication; digital information stored on laptops, handhelds, desktops, servers, backups, and portable storage devices; and hard copy documents, verbal discussions, and interactions via social media channels.

We need to take personal responsibility to safeguard both Associated Materials owned and third-party owned proprietary and confidential information from unauthorized disclosure, changes, or loss.

We must comply with all company security policies and procedures for handling information assets and systems to ensure that we meet legal obligations, protect our reputation, and protect our investment in proprietary information.

Safeguarding Trademarks and Brands

Among our company's most valuable assets are its trademarks and brands. To protect the value and recognition of our trademarks, we have established guidelines that specify how and when they may be used. Please contact Marketing for an overview of these rules.

We must follow these guidelines whenever we use the company's trademarks and brands, whether in internal and external communications or in materials prepared by third parties, such as marketing agencies, channel distributors, and customers. For more information, please contact Marketing.

Representing Associated Materials

The value of our reputation and good name must be upheld whenever we represent our company. On occasion, Associated Materials may request an officer, director, partner, consultant, representative, agent, or adviser of another legal entity to be a representative of the Company. You may need special rules to abide by the Code.

In other cases, such as when speaking on business in a public setting or posting on the Internet – including through social media applications and websites – you must make it clear that you are expressing your own views and not those of our company, unless you are speaking as an authorized representative of the company.

You must carefully follow special rules of conduct if you participate in or take a leadership position with an industry trade association, to avoid antitrust violations.

ASKING QUESTIONS AND REPORTING CONCERNS

Each employee is responsible for reading, understanding, and following the Code. Anyone who violates the Code is subject to discipline, up to and including termination of employment. Anyone who violates the law may also be subject to civil and criminal penalties.

To help our company conduct business with uncompromising integrity and professionalism, every employee has the duty to report possible violations of the law, the Code, and other company guidelines.

Ways to Seek Guidance and Report Concerns

Because the Code cannot address every situation, you will need to seek guidance whenever unsure of the correct course of action. There are many ways to ask questions about the Code or raise issues.

All employees of Associated Materials Corporation as well as suppliers are encouraged to ask questions or raise concerns with their direct manager or internal groups who specialize in handling such questions or issues, including Human Resources, Internal Audit and Legal as soon as possible after they arise.

Employees can also report ethics and compliance issues by calling the “Speak Out!” line:

- English Speaking USA and Canada: (877) 208-4464 (not available in Mexico)
- Spanish Speaking North America: (800) 216-1288 (from Mexico dial 001-800-216-1288)
- French Speaking and all other languages: (800) 603-2869

For more information, please see the Whistleblower policy.

Employees of Associated Materials can raise issues about the Code with any manager, such as a department head, or another manager up to and including the Chief Executive Officer and can ask general Code of Conduct questions.

Whether you are an employee of Associated Materials, a contracted employee or a supplier, you have an obligation to report any potential or actual violations of the law, the Code, or other guidelines. We take all reports seriously, look into the matter, and take appropriate action.

Non-Retaliation Policy

We do not tolerate any retaliation against anyone who in good faith reports possible violations of law, the Code, or other company guidelines, or who asks questions about on-going or proposed conduct. Employees who attempt to retaliate will be disciplined. Employees who believe they have experienced retaliation for reporting possible violations should contact a local representative in Human Resources or Legal. For more information on non-retaliation, please see our policy on Equal Opportunity Employment.

APPROVALS AND WAIVERS

The Code sets out expectations for our company’s conduct. When certain situations require permission from management or another person before taking action, you need to raise the issue promptly to allow enough time for the necessary review and approval.

In a particular circumstance we may find it appropriate to waive a provision of the Code. To seek a waiver, speak with a manager, who will consider the request in consultation with others, such as Internal Audit, Legal or Human Resources.

Directors and executive officers who seek a waiver should address the Board of Directors or a designated committee of the Board. We disclose such waivers for directors and executive officers to the extent and in the manner required by law, regulation, or stock exchange listing standard.

REMINDERS

The Code serves as our guide for conducting business with integrity. It is not an employment contract and confers no rights relating to employment.

The Code is not a complete list of company guidelines. You are expected to know and comply with all company guidelines related to your job. Violation of these other guidelines may also result in discipline, up to and including termination of employment.

ACKNOWLEDGEMENT

I have read and been informed about the content, requirements, and expectations of the Associated Materials LLC Code of Conduct. I have received a copy of the policy and agree to abide by the policy guidelines as a condition of my employment or my continuing relationship at Associated Materials LLC.

I understand that if I have questions, at any time, regarding the Code, I will consult with my immediate supervisor or my Human Resources contact.

Please read the Code of Conduct carefully to ensure that you understand the policy before signing this document.

Signature: _____

Printed Name: _____

Date: _____