



MAGNETEK, INC. DISCLOSURE POLICY

I. Policy Statement

Magnetek, Inc. (“Magnetek” or the “Company”) is committed to providing timely, consistent and accurate information to the public in compliance with legal and regulatory requirements, including Regulation FD of the Securities Exchange Act of 1934, as amended. This Disclosure Policy requires that consistent disclosure practices be applied and that all members of the investment community, including our individual investors, have prompt, timely and simultaneous access to material information which is publicly disclosed by the Company.

II. Scope

This policy applies to all employees, officers and directors of Magnetek and its subsidiaries.

The information about the Company that is subject to this policy generally includes, but is not limited to, information concerning:

- its property, business, financial condition and prospects;
- mergers, acquisitions and dispositions; and
- dealings with employees, suppliers, customers and others.

This listing is not exclusive. Any question regarding the nature of information about to be disclosed should be directed to Magnetek’s Chief Financial Officer or Vice President, General Counsel and Corporate Secretary.

III. Definition – Material Non-Public Information

Material non-public information is any information that has not been announced or otherwise released to the public which a reasonable investor would consider important in making a decision to buy, hold or sell stock or other securities. In other words, any information which could reasonably be expected to affect the price of the securities.

Common examples of information that will frequently be regarded as “material” are:

- projections of future earnings or losses;
- news of a pending or proposed merger, acquisition or tender offer;
- news of a significant sale of assets;
- events regarding Magnetek’s securities, such as expansion or suspension of dividend policies, declaration of a stock split or the offering of additional securities;
- changes in management or ownership control;
- impending financial or liquidity problems;

- changes in auditors or an auditor’s notification that the Company may no longer rely on an auditor’s reports;
- significant litigation; and
- the gain or loss of a substantial customer.

Either positive or negative information may be material. “Non-public” information is any information that has not been disseminated in a manner reasonably designed to make it generally available to investors.

IV. Prohibition on Selective Disclosure

- A. Employees, officers and directors must not discuss confidential, non-public information about the Company with anyone outside of the Company, unless:
- (i) specifically required in the performance of their regular duties for the Company,
 - (ii) they have proper authorization to do so, and
 - (iii) the outsider receiving the information has agreed, in writing, to keep such information confidential. For example, furnishing financial information to the Company’s lenders may be required as part of an employee’s duties in administering the Company’s contractual commitments to the lenders. The information may, nonetheless, constitute material, non-public information that is otherwise not available to security holders.

Further, it is prohibited for any employee, officer or director of the Company to actively participate in any Internet chat room or discussion board which is in any way related to the Company or its competitors.

- B. When dealing with third parties, particularly the investment community (financial analysts, brokers, stockholders and the press), no material non-public information should be divulged or discussed. If material non-public information is disclosed to a third party, it may become necessary to promptly disclose the information to the public at large, sometimes to the detriment of the Company’s employees and shareholders.

In general, and unless already released to the public via a broadly disseminated news announcement, disclosure of the Company’s internal estimates or projections of its earnings or of other internal information intended solely for internal use should not be made available to third parties.

Only certain designated individuals within the Company shall have authority to:

- (i) review and clear all Company press releases for content, accuracy and legal compliance;

- (ii) communicate (either orally or in writing) with members of the investment community; and
- (iii) review and approve, in advance, commitments for speeches or interviews with the press on financial matters.

These individuals include the Company's President and Chief Executive Officer, Vice President and Chief Financial Officer, and Vice President, General Counsel and Corporate Secretary.

To assure consistency and accuracy of the Company's responses, all inquiries or requests that may result in the disclosure of material, non-public information should be referred to Magnetek's Vice President and Chief Financial Officer or its Vice President, General Counsel and Corporate Secretary. In addition, any inadvertent disclosure of material, non-public information should be immediately reported to them for appropriate action in accordance with Regulation FD.

- C. After the Company has issued a news release, employees are free to circulate the release to other outside audiences and to discuss its contents. However, such discussions must be limited only to the disclosed information.

VI. Methods for Public Disclosure

Magnetek will disseminate material information through an appropriate filing with the Securities and Exchange Commission (SEC) and, in addition, if deemed appropriate, another method of disclosure that is reasonably designed to provide broad, non-exclusionary distribution of the information to the public. All news releases containing material information about the Company and all material filed or furnished on an appropriate SEC filing will be made available on the Company's website.

VII. Responsibility

The issuance of press releases, as well as the determination of whether or not to respond to inquiries or rumors, is primarily the responsibility of Magnetek's Vice President and Chief Financial Officer. He must be kept advised of all material non-public information in order to control the dissemination of such information and properly respond to inquiries from investors, the New York Stock Exchange, the public and the news media.

VIII. Further Information about the Policy

The Company will post this Disclosure Policy on its website at www.magnetek.com and update it as necessary to ensure that employees, officers and directors of Magnetek and securities market professionals, including brokers, dealers, analysts, investment advisors, institutional investment managers, mutual funds, hedge funds and other investment companies, and shareholders and others who may purchase or sell Magnetek's securities are informed about this policy.