



Guiding Principles of Ethical Behavior:

Honoring our Values

January 1, 2009



"The time is always right to do what is right."

- Martin Luther King, Jr.

"Despite the Codes of Ethics, the ethics programs, and special departments - corporations don't make the ultimate decisions about ethics. Ethical choices are made by individuals."

- M. Euel Wade, Jr.



Dear Fellow Employees & Associates,

For the better part of a century, thanks to your diligence and that of those who preceded you, Marvin has earned a reputation for integrity and achieved great success. This legacy will be the basis of our continued success in the future.

When it comes to ethics, there is no neutral ground. Successful business is not possible without strong, deeply held values. Our company culture is based on core values which define the character of each Marvin company. These values, set forth in our Vision, Values, and Guiding Principles of Ethical Behavior, are organized around three foundational beliefs: Integrity, Excellence, and Respect for Others. They have guided our business for many decades.

Creating and maintaining an ethical culture is the responsibility of Marvin's leadership; we must demonstrate, through our actions and example, the right way to do things. These Guiding Principles describe a standard of integrity and business conduct that each of us is expected to understand and honor. They acknowledge that our commitment to ethics is a serious and shared responsibility - one in which our Boards of Directors are equally engaged.

These Guiding Principles frame the ethical considerations we must weigh as we strive to make the right decisions and do the right thing. They could not possibly address every situation that may arise, nor are they a substitute for our individual responsibilities to exercise good judgment and to obtain further guidance when needed.

Achieving success in business and earning the respect of others, requires diligence on the part of a great number of people. Yet the unethical actions of one or two individuals can undermine that hard-earned reputation.

We must serve the real needs of our customers better than anyone else can. We must be excellent at what we do. We must maintain our focus on doing things the right way. If we do so, we will not only accomplish enviable financial results, we will also influence others for better and ensure that each of us develops to our fullest potential. We positively impact our industry and the communities in which we live.

Carefully read our Guiding Principles and apply them daily in your pursuit of our shared vision.

Jake Marvin

Chief Executive Officer

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"There are many things we have received from birth, but character is something we must develop. Character is not developed in a crisis moment, but by a series of small choices based on truth."

- Roy Lessin

Guiding Principles of Ethical Behavior: Honoring our Values

INTRODUCTION

Company Philosophy

These Guiding Principles of Ethical Behavior apply to The Marvin Companies and its subsidiaries referred to throughout this document as "Marvin" or "the company". Marvin was founded on a core set of values which embrace a philosophy of high ethical standards and integrity. Those values are the foundation of an organization in which we can rely on the actions of one another to contribute to our growth and strength as a leading company in our industry. Success at Marvin depends on adherence to these high standards that are reflected in our statement of values.

These Guiding Principles are designed to "Honor our Values" by providing direction and clarity concerning the expectations of appropriate business behavior for our employees, and to guide our relationships with our customers and suppliers. They are intended to supplement, but not replace, our stated policies, handbooks, work rules, and similar documents, each of which provides additional guidance. While they cannot possibly answer all questions or address every situation, the Guiding Principles are intended to provide a framework to govern decisions and behavior as well as to set forth a process for reporting possible violations.

The responsibility for conducting ourselves according to high ethical standards is a shared one. Marvin's reputation ultimately rests on the good judgment and personal integrity of each employee. As such, everyone is expected to read, understand, and comply with all of the Guiding Principles to ensure that each of our actions are value driven and consistent with the company's reputation for high ethical standards, as well as applicable legal standards. Living our principles by acting with integrity will engender the trust and respect of our customers, suppliers, and the communities we serve. Integrity allows us to attain and sustain greatness as a company and higher purpose as individuals.

Marvin's Vision and Values drive our decisions and serve as a source of inspiration for our organization. These Guiding Principles support our Vision and Values

"To me, one of the most vivid proofs that there is a moral governance in the universe is the fact that when [people] or governments work intelligently and farsightedly for the good of others, they achieve their own prosperity too."

- Barbara Ward

Vision

The Marvin family of companies' shared vision is to be the premier supplier of high value products and services.

Profitable growth is essential to meet our three basic commitments:

- The commitment to each employee to provide fair, steady and rewarding work in a safe environment with the opportunity for advancement.
- The commitment to our channel partners to work effectively with them to bring products and services of high quality to the market in an efficient and speedy manner.
- The commitment to the ultimate consumer that our products and services will provide exceptional value through innovative design, manufacturing excellence, and responsive solutions.

The Marvin family of companies and their channel partners form an extended community characterized by ethical behavior, trustworthiness, and the earned respect of those with whom we live, work, and do business.

"Expedients are for the hour, but the principles are for the ages."

- Henry Ward Beecher

Values

The Marvin family of companies is guided by a set of values that have developed from the entrepreneurial spirit and community roots on which the company was founded. These values include:

Customer Satisfaction	We believe in providing the Best Total Solution to our customers by supplying products and services that meet or exceed their needs, and by being extraordinarily responsive to their concerns.
High Standards	We aspire to excellence and hold to high standards in quality, ethical behavior, and job performance.
Profitability	We believe that long-term profitability is essential to running a successful business and provides jobs and strengthens communities.
Initiative	We foster a corporate culture that values both personal and team initiative, and contribution to both.
Qualifications	We value demonstrated contribution, knowledge, and character.
Trust	We develop successful long-term relationships that rely on trust.
Safety/ Environment	We are committed to providing for the safety and health of our employees, protecting our environment, and conserving natural resources.
Sharing	We share our success with our employees in many ways.

Family	We are a family-owned business with active family participation and value a workforce that exhibits behavior common to healthy family relationships.
Union-Free	We believe a union-free company is a better company for our employees.
Citizenship	We are committed to exemplary corporate citizenship.
Partners	We value the success of our customers and suppliers.
Creativity	We value creativity and "can do" attitude.
Planning	We plan and consider known options prior to setting direction.
Philanthropy	We believe in corporate philanthropy and primarily focus our support on local and community activities of merit where Marvin facilities are located.
Association	We are committed to participation in industry and business associations for the betterment of our industry, national, state, and local economies.

"True courage is the knowledge of right and the determination to do it. False courage is a willingness to do what is wrong because others say it is right."

- Josh Billings

EXPECTATIONS OF THE COMPANY, ITS EMPLOYEES & ASSOCIATES

Employees and associates are expected to act responsibly and in a manner that will reflect favorably on Marvin in the view of customers, suppliers, community leaders, and all those with whom the company has reason to interact. The Boards expect all employees to carry out their assignments guided by the principles set forth in the Vision and Values statements, and as outlined by the Guiding Principles of Ethical Behavior. Employment with Marvin depends on an employee's ability and willingness to comply with these Guiding Principles.

General Behavior

The full value of employees' contributions and commitments to each other can only be realized when we treat one another with the respect, trust, and dignity we ourselves seek. Employees are entitled to work in an environment that supports these principles. Marvin provides our employees the opportunity to contribute to the success of the company through individual participation and personal accountability. We believe our employees are capable, loyal, and concerned about the success of the business in which we all share. Marvin respects employees, considers their opinions and ideas, and encourages them to use their own initiative in a disciplined manner to satisfy our customers and improve profitability.

In addition to treating each other fairly and respectfully, all employees are expected to behave in a manner consistent with the Guiding Principles of Ethical Behavior. Employees are expected to comply with both the letter and spirit of all laws and governing regulations applicable in the country, state, county, and other jurisdictions where they are conducting business. All applicable rules and regulations, as

outlined in employee handbooks and other company communications, are expected to be followed. Violations of these standards (Guiding Principles, applicable company policies, and relevant legal requirements) will be investigated promptly and appropriate action will be taken consistent with the established procedures at individual locations.

When in doubt, use common sense and seek advice from your department head, manager, Human Resources, and/or the General Counsel. Before speaking or acting, ask yourself these questions:

- Would I want to tell my family, my friends, or my coworkers about what I had said or done?
- Would I want to read about my conduct in a newspaper?

If you find yourself in a situation where the "right thing" is unclear, there are several warning signals that suggest you may be venturing onto thin ethical ice. These are catch phrases that should make you think twice and seek advice if you hear them spoken:

"Well, maybe just this once..." and

"We didn't have this conversation."

Open Communications

Marvin has an open door policy, which encourages employees to approach any level of management to express problems, voice concerns, or ask for guidance. Marvin supports a process of open communication by clearly defining our Values, Guiding Principles of Ethical Behavior, and methods to report suspected violations or questionable conduct. All managers should keep their employees informed using appropriate methods of communication. Marvin believes direct communication and involvement of people eliminates the need for third party involvement.

Safety & Environment

It is Marvin's policy that its operations will be conducted in a manner that protects the health and safety of our employees, protects our environment, and conserves natural resources. Continuing our commitment to be leaders in workplace safety is part of our Vision and Values. Our safety policies and procedures are clearly outlined in handbooks and safety guidelines.

Substance Use

Being under the influence of alcoholic beverages, unauthorized drugs, or controlled substances during the time you are at work, on Marvin premises, in Marvin vehicles, or on Marvin business is prohibited. Handbooks clearly outline our policy concerning such behavior and the consequences that will result for violation.

Harassment

We support the opportunity for our employees to work in an environment that is free from any type of harassment, including sexual harassment. This principle is clearly outlined in company handbooks. Violations will be dealt with in a timely manner. In instances where the proper and ethical course of action is unclear, employees should seek guidance from their supervisors, other levels of management, or the Human Resources person designated in the handbook to respond to such issues.

Violence

Marvin is committed to providing a work environment that is free from violence. Acts or threats of physical abuse, or other forms of intimidation, will not be tolerated. The possession of weapons is prohibited on Marvin property and violations will be dealt with in accordance with applicable law and local rules. Specific rules are outlined in handbooks or other company documents.

Accuracy of Information, Reports & Records

In order to earn the trust of fellow employees, customers, suppliers, and all with whom we have occasion to interact, we strive to provide clear and accurate public statements about our business and intentions, as well as to provide accurate reporting of records and business results for those entitled to receive them. As a privately-owned business, our financial results are confidential as a general matter. We are, however, committed to sharing other measures of our business performance. Providing factual and accurate information to our key stakeholders will create partnerships that will support a strong and secure future for our company. All communications to our employees, customers, and suppliers will be accurate and timely.

External Communications

Employees are expected to conduct all general communications in a professional manner. The content of all communications must be truthful, accurate, and must not disclose confidential information of Marvin or others. All external speeches and publications must be approved by a designated manager and, in the case of public dissemination of company news, by the public relations department prior to the speaking engagement or release of the publication. All media communications should be referred to, and press releases issued by, the public relations department.

Occasionally, employees may be contacted by government agencies, legal counsel, or public media personnel. These contacts are to be immediately reported to your department manager. An employee who is contacted should decline to respond and refer the person initiating the contact to the Marvin's public relations or human resources department for appropriate follow up. Any legal issues (including lawsuits, subpoenas, legal claims, requests to produce documents or to testify), or contacts from attorneys who do not represent Marvin should be referred to the office of the

General Counsel for response. Inquiries regarding current or former employees must be referred to the Human Resources department.

Confidentiality

Information obtained, developed, or used in the course of conducting business for Marvin is considered "confidential". Confidential information, as further defined in the handbook and policies, should not be disclosed to people outside Marvin and only to those employees who have a business need to know. Employees are further restricted by the terms of any existing confidentiality agreements which were signed as a condition of employment.

Employee records are confidential and may only be accessed by authorized personnel for legitimate purposes. Marvin will comply with all applicable laws relating to employee records and personnel files.

Fraud

All forms of fraud are prohibited. Fraud is the crime of obtaining money or some other benefit by deliberate or intentional deception. Forms of fraud include the theft of property, and misstatements or omissions designed to deceive users of that information. Employees are expected to work with honesty and integrity in the best interest of Marvin and report those who do not.

"Nothing is so infectious as a good example."

F. Rochefoucald

"Do everything you can to avoid even the appearance of wrongdoing."

- James Pooley

RESPONSIBILITIES TO SAFEGUARD ASSETS

Employees are responsible for safeguarding all Marvin assets from misuse, abuse, damage, loss, theft, and fraud. This responsibility includes the duty to support the internal controls and security measures designed to protect Marvin assets, insure that all assets are used, stored, and disposed of properly, and the obligation to report any known or suspected violations. Specific guidelines can be found in local handbooks.

Physical Assets, Electronic Systems & Information

Employees are responsible to protect and ensure proper business use of all physical assets, electronic systems, and information. Physical assets are tangible items including, but not limited to, land, buildings, equipment, tools, inventory, vehicles, computers, telephones, photocopiers, fax machines, office supplies, reports, and documentation. Electronic systems and information include, but are not limited to, all computer systems, electronic mail, internet, intranet, web pages, and cellular phones.

Intellectual Assets

Employees are responsible for protecting intellectual assets, including copyrights, patents, trademarks, trade secrets, and proprietary information of Marvin. Trade secrets and propriety information include any information that is not or should not be generally known to the public, is helpful to the company, or would be helpful to competitors. The duty to protect proprietary information continues even after employment has ended. Certain employees will be expected to sign confidentiality agreements as a condition of employment.

RELATIONSHIPS WITH OTHERS Customers & Suppliers

Confidentiality

Through the course of business, employees may obtain, or become aware of, confidential information about Marvin customers or suppliers. This information must be kept private both during and after employment with Marvin.

Safeguarding the Physical & Intellectual Assets of Others

Employees with access to any of the assets of customers, suppliers, other entities, or persons are responsible for safeguarding them. All employees are required to use adequate protective measures to ensure that all physical property, intellectual property, and proprietary electronic information of others is used, stored, and destroyed properly. Proprietary information may include trade secrets and any information that is subject to a confidentiality or non-disclosure agreement.

Conflicts of Interest

Employees should avoid any action that is, or can be perceived as, a conflict of interest. Conflicts of interest occur when an employee uses Marvin capabilities or relationships to benefit their own interests in preference to the company's best interest. To minimize misunderstandings of this rule, employees are encouraged to disclose possible conflicts of interest to their direct supervisor or the General Counsel.

Gifts & Entertainment

The occasional exchange of modest gifts and entertainment is permitted as a common business courtesy. All exchanges must be reasonable in cost or value and frequency. Employees may not accept or offer gifts, entertainment, or personal favors that are intended to improperly influence,

or may appear to inappropriately or unlawfully influence, their business decisions or judgment. Employees should seek prior approval from a Senior Executive (VP, Director or Plant Manager) in their business unit if the gift or entertainment is greater than nominal value and they are uncertain about the appropriateness of giving or receiving gifts or entertainment. Personal gifts and entertainment greater than nominal value may never be given or accepted without prior disclosure and approval. Cash may never be given or accepted.

Bribes & Kickbacks

Employees are prohibited from accepting or giving bribes, kickbacks, or any similar payment. No funds or assets of Marvin shall be paid, loaned, or otherwise disbursed as bribes, "kickbacks," or other payments designed to influence or compromise the actions of the recipient. Employees, corporate officers, and members of the Boards of Directors are prohibited from accepting any money, gift, or other benefit from any third party as a condition of, or in exchange for, obtaining company business.

Political

Marvin resources, such as money, property, and employee time, should not be used to participate in political activities unless expressly approved by the President or CEO. Employees are encouraged to engage in and support political activities during personal time, but not as representatives of Marvin, unless doing so is expressly required as part of the employee's duties on the company's behalf. No Marvin employee may pressure or solicit another employee to contribute to political causes during working hours or on Marvin property.

Government

Employees involved with any governmental entity as a part of their responsibilities at Marvin are obligated to know and comply with the applicable laws and regulations and are to professionally represent themselves and Marvin. Any questions should be discussed with your supervisor, Human Resources or the General Counsel.

International

Marvin is involved in business transactions around the world. When doing so, employees must know and comply with all applicable foreign laws and regulations. When a conflict exists between U.S. and foreign regulations, employees should contact their supervisor and/or the General Counsel.

"It is not enough to do good; one must do it the right way."

- John Morley

"If managers are careless about basic things - telling the truth, respecting moral codes, proper professional conduct - who can believe them on other issues?"

- James L. Hayes

ACCURACY OF FINANCIAL RECORDS

Billing Procedures

All invoices to customers will reflect accurately the price, terms, and timing of the selling transaction. No false entries may be initiated or timed to create misleading results.

Internal Controls

Internal controls, as defined within existing policies and procedures, must be in place and followed to provide reasonable assurance of accurate and reliable financial information.

GAAP & Company Accounting Policies

All employees in a position to initiate, influence, or record transactions must comply with generally accepted accounting principles (GAAP) along with any existing Marvin policies, practices, and procedures.

Accounting Transactions

Every employee has the responsibility to maintain accurate, timely, and complete records. Accurate records are necessary to meet Marvin's legal obligations, as well as to enable responsible business decisions.

No false or misleading entries or records should be initiated or created by any employee. All business transactions should be executed only with authorization including, but not limited to, expense reports, supplier payments, journal entries, payroll checks, and customer invoices. Authorization is further defined in any existing accounting policies and procedures manuals, both formal and informal.

LEGAL RESPONSIBILITIES OF THE COMPANY

Anti-trust Law

Employees and associates must comply with all antitrust laws. This includes not discussing prices with Marvin competitors or any non-authorized person, or engaging in illegal practices in restraint of trade. Antitrust laws pertain to many diverse activities and are very complex. Any questions about how the law may apply to a particular situation should be directed to your supervisor or the General Counsel.

Foreign Law

Employees conducting Marvin business abroad must comply with applicable foreign law. Additionally, Marvin's business activities abroad are subject to the anti-bribery provisions of the Foreign Corrupt Practices Act (FCPA). Marvin employees will not offer, pay, or promise to pay anything of value to any official of a foreign government, public international organization or foreign political party, or - with knowledge or belief that it will go to someone in any such class of recipients - to any person for purposes of influencing official acts or failures to act in order to assist in obtaining or retaining business or to secure any improper advantage. Violation of the FCPA can result in severe criminal and/or civil penalties against both the Company and the individual who commits the violation. Individual criminal penalties may include fines and/or imprisonment. The Company will not pay or reimburse an employee for individual criminal or civil fines. Any employee who has questions about the FCPA, a potential conflict between the FCPA and an applicable foreign law, or regarding any particular business transaction, should contact the General Counsel's office.

Trademark, Copyright & Patent Law

Marvin employees are prohibited by copyright law from unauthorized duplication of written materials, whether in paper of electronic form, and computer software. Marvin also respects the valid patents of others. No employee should intentionally infringe any existing and valid patented technology or any copyright or trademark of any third party. Employees should report any suspected violations of Marvin's patents, copyrights, or trademarks to the General Counsel.

Employment Law

Marvin and its employees are expected to fully comply with all applicable laws relating to employment practices. Marvin will recruit employees without regard to race, color, religion, sex, age, citizenship status, national origin, marital status, or disability. This policy is clearly stated in various handbooks and applies to all terms and conditions of employment.

"We lead by our attitudes, our responses to authority, by the words we speak, and by the examples we set. With a vision for the future and a heart for people, leaders can motivate and inspire others to action."

Roy Lessin

ADMINISTRATION OF THE GUIDING PRINCIPLES OF ETHICAL BEHAVIOR

Scope

These Guiding Principles of Ethical Behavior apply to The Marvin Companies and its subsidiaries, including Marvin Windows and Doors in Warroad and Eagan, MN, Ripley, TN, and Grafton, ND; Marvin Wood Products in Baker City, OR; Integrity Windows, Inc. in Fargo and West Fargo, ND, and Roanoke, VA; and Infinity Windows, Inc. in Fargo, ND; Tecton Product in Fargo, ND and Roanoke, VA, and subsidiaries in Cortland, NY, Detroit, MI, and Mississauga, Ontario, Canada, San Pedro Sula, Cortes, Honduras, Tipitapa, Managua, Nicaragua, as well as any future expansions or acquisitions. All employees and associates of these companies, as well as the members of the boards of directors and corporate officers, are bound by these Guiding Principles. Occasionally, locations outside the United States of America may be subject to additional or different requirements, in conformance with applicable local law.

Distribution

The Guiding Principles will be distributed to all employees, associates, managers, and directors of The Marvin Companies and its subsidiaries. A copy of the Guiding Principles will be available to all independent contractors, suppliers, customers, and consultants conducting business with any Marvin company.

Responsibilities under the Guiding Principles

All individuals who are required to receive the Guiding Principles are obligated to understand their requirements and must make all reasonable attempts to comply them. Individuals who have knowledge of a possible violation of these Guiding Principles are required to report them to any of the following, as appropriate:

- Your Supervisor, Manager, Human Resources, or other formally established local procedure.
- Management via the Ethics Hotline
 1-866-294-5328 (Toll Free) or http://www.ethicspoint.com
- Corporate Officers:
 - Vice President of Human Resources
 Ext# 4158 or 218-386-4158
 - * Senior Vice President & General Counsel
 Ext# 2490 or 651-686-2490
 Ext# 2093 (Warroad)
 - * Chief Financial Officer Ext# 4022 or 218-386-4022
 - * Chief Executive Officer Ext# 4233 or 218-386-4233

Violations of the Guiding Principles of Ethical Behavior should be reported to local management, HR, or by using our EthicsPoint hotline system. The most efficient and effective manner to report job bid, behavioral, work rule, or other HR issues is to take them directly to your supervisor. If the issue involves your supervisor , please contact your local HR or facility manager. It is our intentions that HR issues continue to be addressed at the local level. After you have done so, if you feel that your local HR or facility manager has not adequately or ethically addressed your concerns, please report those concerns through the EthicsPoint hotline system with specific details regarding why you believe that the handling of the report was inadequate or unethical.

The Ethics Hotline is a reporting mechanism that employees, suppliers, customers, and interested parties can use to report suspected violations via the toll-free number or the web address listed above. A link to the Ethics Hotline is also available the Ethics Policy under the Policy section of

the Source. Both reporting methods are available worldwide 24 hours a day, 7 days a week, and 365 days a year. The reporting mechanism is managed by an independent third party to ensure the option of complete anonymity to the person making the report. It also allows the option for a reporter to follow-up on his/her report to see if the Company needs any additional information or has any developments which may be shared with the reporter.

Investigations of Possible Violations

The General Counsel is responsible for ensuring that these Guiding Principles are properly administered, are monitored for compliance, and that appropriate records of significant violations are maintained and regularly reported to the Boards of Directors, or the Audit Committee, as appropriate.

The General Counsel will provide assistance to other individuals and departments in conducting investigations and will consult as needed with the Chief Financial Officer, Human Resources Department, and the employee's manager in determining proper corrective action.

In all cases, the anonymity of the employee reporting a possible or suspected violation will be protected to the maximum extent possible. However, there may be instances, particularly cases involving possible criminal acts, or termination of employment, when anonymity cannot be guaranteed. In no case will an employee reporting a possible violation in good faith be subjected to retaliatory or corrective action for doing so.

Consequences for Violations of the Guiding Principles

Marvin intends that corrective action be commensurate with the verifiable facts and circumstances of the violation. Corrective action may include termination of employment and disclosure of information to authorities responsible for investigating and prosecuting violations of criminal laws, and/or initiation of civil proceedings. Actions taken will be consistent with the policies, procedures, and handbook applicable at each Marvin facility.

Violations of the Guiding Principles are not the only basis for corrective action. Marvin has additional policies and procedures relating to employee conduct.

Acknowledgement

Employees will sign the appropriate verification regarding receipt and understanding of Marvin's Guiding Principles of Ethical Behavior.

"What you do when you don't have to determines what you will be when you can no longer help it."

- Rudyard Klipling

