

ETHICS

**is good business and
integrity is the bottom line**

ArvinMeritorTM

VISION

To be a leading global provider of innovative customer solutions that enhance mobility, safety and the environment

CORE PURPOSE

To deliver innovative solutions that move the world

CORE VALUES

Pursuit of Excellence

Committed to innovation and continuous improvement of ArvinMeritor people, processes and practices

Integrity

Do what is right and deliver on our commitments to our shareowners, customers, communities and each other

Teamwork and Respect for Each Other

Achieve our full potential by valuing the contribution and uniqueness of each individual, while working together and maintaining balance in our lives

Dear ArvinMeritor Teammate,

Throughout ArvinMeritor's 100-year history, the Company has exhibited an exceptional tradition of ethical behavior and sound corporate governance practices. This tradition continues to this day, and we expect the utmost standards of honesty and integrity from all members of ArvinMeritor's global organization.

The cornerstone of our success – both today and into the future – is based on our strong core values. As we expand our global presence, it is more important than ever before that we uphold these strong core values as well as our company's high-integrity culture to ensure we continue to earn and maintain the trust and respect of our shareowners, employees, customers, and the communities in which we operate.

ArvinMeritor's corporate governance practices have always been at the forefront of both our industry and the corporate business community – even before the adoption of regulatory measures like the Sarbanes-Oxley Act of 2002. The implementation of Sarbanes-Oxley, and other regulatory acts, has raised the bar for corporate disclosure. Companies are held to higher standards. Transparency is of paramount importance, but we are up to the challenge.

As a global organization we are committed to being as transparent as possible in terms of our business operations and reporting our financials. In this new regulatory age, we are even more accountable for the accuracy and reliability of financial disclosure. We consistently work to strengthen and improve our practices to ensure not only compliance with the latest regulatory measures, but also to demonstrate exemplary integrity.

As I've stated before, we are a company with high ethical standards, sound corporate governance practices and unquestioned integrity. It is critical to the future success of ArvinMeritor that we demonstrate these practices on a daily basis no matter in what language we speak or country we live. As a part of our business culture we demand and expect proper business conduct from all of our employees globally.

I urge you to carefully consider your actions and conduct yourselves in a manner that will continue to enhance ArvinMeritor's reputation. Most importantly, this means that – should you witness unethical business practices in others – you have the responsibility to report that violation.

I strongly recommend that you review the Ethics handbook available to you and continue to pledge yourself to the highest standards of business and personal integrity. Should a situation arise that is not covered by your handbook, or if you have any questions concerning possible violations of our policies, please talk to your supervisor or another member of the leadership team. Maintaining trust in a demanding marketplace is everyone's responsibility.

I am fully confident that I can count on each and every one of you in this important endeavor, as it is critical for the future success of ArvinMeritor.

Sincerely,

A handwritten signature in black ink, appearing to read "C. McClure". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Charles G. "Chip" McClure
Chairman, CEO and President

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**Note: Not all policies referenced are in the handbook, the complete list of ArvinMeritor's Policies and Procedures are located on Imagine.*

The Bottom Line • *ArvinMeritor policy is to conduct its business in accordance with all applicable laws and with the highest standards of business conduct.*

ETHICS IS GOOD BUSINESS

Why It's the ArvinMeritor Way • The ArvinMeritor Vision is “To be a leading global provider of innovative customer solutions that enhance mobility, safety and the environment.” We want to be respected for honesty and unquestioned integrity. Our continued business success depends on our customers and shareowners recognizing these qualities as ArvinMeritor hallmarks. Even a perception of less than the highest ethical standards by any ArvinMeritor board member, officer or employee can damage the reputation of our company.

Q: *I do my job and I follow the rules. Frankly, I think we're all ethical employees. Why does ArvinMeritor keep reminding us to be ethical? Does someone think we're not?*

A: Not at all. We certainly aren't implying that anyone is dishonest. But we believe it is important to remind ourselves of the many rules and policies concerning standards of business conduct. We expect our employees to be familiar with those rules that apply to their jobs.

Q: *Will this handbook be available to every ArvinMeritor employee?*

A: Yes. This handbook will be available to all ArvinMeritor employees in the HR office at each location and on the Ethics page of the *Imagine* website.

Q: *Parts of this handbook don't appear to apply to my job, but I'd like to learn more about the subjects. Where do I turn for help?*

A: Start with your supervisor, your local HR representative or the *Imagine* website. It is not expected that every section of the handbook will apply to the work every ArvinMeritor employee does, but each section is an important statement of the value ArvinMeritor places on ethical business conduct.

The Bottom Line • *If you have knowledge of any activity that is or may be a violation of the company's Ethics policies or guidelines, it is your responsibility to report the violation to your supervisor or member of local management. If further action is required, contact one of the corporate representatives or the Helpline.*

For issues specific to internal controls, accounting or auditing, contact the Audit Committee of the Board of Directors on a confidential basis.

Corporate representatives, Helpline and Audit Committee information can be found on the Ethics Contacts poster at each location or on the Ethics page of the Imagine website.

Harassment of, or retaliation against, an employee for making a disclosure to the Helpline or any member of management is prohibited by company policy. Deliberately making a false report is also prohibited.

PROBLEM REPORTING AND RESOLUTION

Why It's the ArvinMeritor Way • ArvinMeritor employees must conduct all business activities in a way that is consistent with the company's standards of business conduct. Unethical behavior is wrong and can damage the company. Employees are urged to seek answers or clarification if there are any doubtful or "gray" areas. To help ensure that the company's standards of business conduct are enforced, all employees must understand and accept their obligation to report any violations and know that they can do so in confidence and without fear of retaliation.

Q: *I know of a violation of company policy related to standards of business conduct. Do I have to call the Helpline?*

A: You are required to disclose the violation as soon as possible to an appropriate authority. Appropriate authority means your supervisor, other member of management, Office of General Counsel, or if you prefer, the Helpline.

Q: *If I identify myself when I call the Helpline, who will be told that I was the caller?*

A: Any contacts with the Helpline are held in extreme confidence. You need not give your name, but if you do, your name will be held in confidence.

Q: *What can I do if I think someone is retaliating against me for reporting a matter to management or for contacting the Helpline?*

A: Report it to the Helpline immediately. Retaliation is a violation of company policy, and appropriate action will be taken to stop the retaliation and to prevent future occurrences.

Q: *I called the Helpline to report an incident. The person I called about is still working here. Why wasn't I told what happened?*

A: When the investigation resulting from a call to the Helpline or disclosure to management is completed, appropriate corrective action is taken. If you want to be informed of the results of an investigation, you should make your desire known when you first report the matter. Please be aware, however, that the specifics of employee discipline are confidential.

Q: *I suspect that there is an issue with financial reporting at my facility. Should I call the Helpline or contact the company Legal department?*

A: You should first consider using the Ethics Contacts poster to locate the contact name for your area of concern - in this case Finance. If you are not comfortable reporting the issue to your business unit controller, Vice President of Finance or the company's Chief Financial Officer, consider contacting the Helpline. The Helpline will ensure your anonymity and will address your concern quickly. Since this issue involves internal financial reporting, you may choose to contact the ArvinMeritor Audit Committee of the Board of Directors by regular mail or through e-mail.

The Bottom Line • *All employees, officers, and board members must conduct themselves with the highest standards of integrity, honesty and fairness to avoid any conflict between their personal interests and the interests of the company. No employee, or member of the employee's related family, may be involved with any business that competes with ArvinMeritor or does business with ArvinMeritor unless the involvement is disclosed and approved as required in Corporate Policy A-03, "Conflicts of Interest."*

CONFLICTS OF INTEREST

Why It's the ArvinMeritor Way • ArvinMeritor has an obligation to its customers, suppliers and shareowners to ensure that business decisions are based on quality, price, delivery, and supplier experience and reputation. Business decisions must not be influenced by personal considerations or interests.

Q: *How do I know if I have a reportable conflict of interest?*

A: You need to report a potential conflict of interest if you or a related family member has any direct or indirect interest in, renders any service to, or is otherwise involved with any competitor, supplier or customer.

Notes

Q: *What is meant by "related" family?*

A: "Related" family members include an employee's spouse, children, parents and in-laws.

Q: *What is wrong with having a relative who works for a customer or supplier?*

A: In most cases nothing, but the company needs to know about it so appropriate action can be taken to protect potential conflicts from affecting, or appearing to affect, ArvinMeritor decisions. For example, if your son works for a supplier and the company is aware of this relationship, you cannot be involved in the selection process for this supplier. This will ensure that no questions can be raised about your relationship affecting selection of that supplier.

Q: *My mother owns a machine repair shop and believes her shop can provide better service, price, and repair time than our current supplier. Can she be put on our "bidders" list?*

A: Your mother may apply to be placed on the "bidders" list, but you must disclose the relationship and relevant facts. If you are in a position to influence the selection process, it is unlikely that your mother will be placed on the "bidders" list. However, she may be placed on the list if you are not involved in the selection process.

References

Corporate Policy A-03, "Conflicts of Interest"
Corporate Policy A-08, "Standards of Business Conduct"

The Bottom Line • *ArvinMeritor and its employees and representatives must conduct business with customers, subcontractors and suppliers on the basis of service, quality, performance and price without giving or accepting anything of value that could influence or appear to influence the outcome of a transaction.*

Further, it is against the law for employees or representatives of a U.S. corporation regardless of global location to give anything of value, directly or indirectly, to an official of another country in order to obtain or retain business or influence an official act or decision.

GIVING AND RECEIVING GIFTS AND GRATUITIES

Why It's the ArvinMeritor Way • Sales, purchases and other business decisions must not be influenced or appear to be influenced by the personal considerations of employees. Further, the company has a long-standing tradition of not doing anything that might cause others to violate the law or the policies of their employer.

Q: *Does this mean I can never accept a gift from a business contact?*

A: No. Exchanging modest gifts is usually acceptable. Each ArvinMeritor business is familiar with the customs, practices and restrictions that govern the markets it serves, and has established rules as to what employees may accept as business gifts. Ask your management for the guidelines applicable to your business.

Unless your business or function has established a more restrictive policy, company policy permits employees to accept gifts of modest value, consistent with generally accepted ethical and legal business practices. The value of these gifts or gratuities may not exceed \$200 U.S., or a comparable amount based on local policies in other locations, for any employee in any year from any single source.

Q: *Exactly what is a gratuity?*

A: A gratuity is anything of value given voluntarily, usually in appreciation or expectation of some service. It may be monetary or nonmonetary (e.g., money, a clock, a vacation trip, an expensive dinner, or tickets to a theater or sports event).

Q: *What should I do if I'm offered an inappropriate gift such as a weekend vacation? Refusing it could embarrass the giver.*

A: Tell the giver that accepting the gift violates company policy. You could also say that the company wishes to avoid any suggestion of impropriety. It may be appropriate to acquaint your customers and suppliers with ArvinMeritor's policies prior to holidays or other events where a gift customarily might be presented.

Q: *What should I do if a high-level government official of another country gives me an expensive gift?*

A: Where the return of the gift may be interpreted as an insult because of local business customs, the gift should be accepted and acknowledged, but referred to the Chief Financial Officer and to the Senior Vice President, General Counsel & Secretary for disposition.

Q: *Can we offer U.S. government employees meals and other non-monetary gifts?*

A: As a general rule, it is best to follow a basic policy of not providing gifts to U.S. government employees. However, there are ways to allow them to participate in business activities without causing an uncomfortable situation. For example, when there is a working lunch, a cash box can be provided so your customer may contribute voluntarily to the cost of the meal.

Q: *If I am invited to lunch or dinner while on a business trip to a supplier's plant, may I accept?*

A: Unless your business or function has established a more restrictive policy, you may accept when the lunch or dinner is part of, or a logical conclusion to, a meeting. However, meals at expensive restaurants should be avoided.

Q: *In some countries, personal gifts are regarded as common courtesy. Does our policy prevent such gifts?*

A: It depends on the circumstances. You need to check if the gift is proper under the laws and customs of the recipient's country. In addition, gifts to government officials with a value of more than \$50 U.S., or a comparable amount based on local policies in other locations, must first be approved by the Office of the General Counsel.

Q: *In some countries, cash has to change hands before government clerks will perform certain routine duties. Are such payments forbidden?*

A: Not necessarily. Under U.S. law, for example, there is an exception in the Foreign Corrupt Practices Act for payments made to "facilitate routine government actions." However, you must check with the Office of the General Counsel before making such a payment.

Q: *I'm in Sales. What kind of promotional activities, gifts and gratuities can I provide to potential customers?*

A: Generally, the exchange of modest gifts, gratuities, or providing business courtesies is acceptable as long as the offer made by company personnel, and the receipt by the potential customer, would not violate the law or conflict with the applicable policies of our company or the recipient's employer. Business courtesies may include meals, entertainment, transportation, or lodging in connection with the marketing, product information, or public relations activity of the company. However, they should not be in connection with, or give the appearance of giving something of value that could influence the outcome of, a transaction or negotiation. Contact the Legal Department for guidance if you have any questions or concerns, or if any of the following situations exist: if an anticipated gift or gratuity or business courtesy is to be provided to an individual or agency associated with any government; if the value of a gift, gratuity, donation, or business courtesy value exceeds \$200 U.S., or a comparable amount based on local policies in other locations; or if a gift, gratuity or business courtesy could be readily converted to cash.

Notes

References

Corporate Policy A-08, "Standards of Business Conduct"

The Bottom Line • *As a large, publicly held corporation, ArvinMeritor has a legal and ethical obligation to fully and fairly disclose to the investing public material information about the company. Each employee, officer and board member has a responsibility to ensure the integrity of company documents by providing complete and accurate records.*

PUBLIC COMMUNICATIONS AND INTERNAL RECORDS

Why It's the ArvinMeritor Way • ArvinMeritor is committed to providing shareowners and other investors with accurate and complete information as to its business and financial condition and timely disclosure of material developments regarding the company.

The integrity of company books and records begins with each of us. Whether the records are timecards, expense reports, accounting, purchasing or manufacturing records, each of us has a responsibility to ensure that every document is complete and accurate.

Accurate books and records, together with effective reporting processes and systematic, open communication among different business units and functions, are important elements of ensuring that the company's financial statements and filed documents are accurate, complete and timely.

It is also important that all public communications, including press releases and the non-financial portions of the company's Annual Report to Shareowners, be accurate and complete. Such communications must undergo extensive internal review and verification prior to publication.

Q: *If I suspect that published company data is incorrect, who should I contact?*

A: If you suspect that published data is incorrect, please contact the Communication lead listed on the Ethics Contacts poster.

Q: *What should I do if I suspect that a co-worker is deliberately falsifying company records?*

A: To report your suspicion, contact the lead management representative(s) on site including the lead Human Resources contact. If the situation is not resolved, call the appropriate representative on the Ethics Contacts poster or contact the Helpline.

Q: *Must I have receipts for all business expenses?*

A: Where receipts are normally obtainable, they must be attached to expense reports in support of amounts claimed. Please refer to the Business Travel and Expense Policy 01-05 on Imagine for more details.

Q: *What exactly is the Sarbanes Oxley Act?*

A: The Sarbanes Oxley Act was signed into U.S. law during the summer of 2002. The legislation requires, among other things, that the company CEO and CFO annually confirm to our shareowners the integrity of company financial statements and that the company's internal controls are working effectively. Internal controls have always been important to ArvinMeritor, but the company previously was not required to extensively document and provide evidence to external auditors of financial processes and key internal controls. The law has broadened both the internal and external audit requirements and has more explicitly defined ArvinMeritor management's reporting responsibility to its shareowners

Q: *How is the company responding to the Sarbanes Oxley requirements?*

A: The company ensures that the internal procedures and practices fully satisfy the legislative requirements and that each employee has access to the applicable company policies by their effective date.

Notes

References

Corporate Policy A-08, "Standards of Business Conduct"

The Bottom Line • *Employees are required to confirm through their management and/or relevant company policies what constitutes appropriate use of company resources and property.*

It is also imperative that each employee makes a concerted effort to protect company resources from theft or damage and to ensure that the resources or property are not used wastefully or carelessly. Further, employees are prohibited from taking opportunities that belong to the company and using them for personal gain.

USING COMPANY RESOURCES

Why It's the ArvinMeritor Way • ArvinMeritor's continued success depends on effective use of available resources and opportunities. Using resources for nonbusiness purposes may reduce profit to our shareowners or increase prices to our customers, resulting in less business and fewer jobs.

Q: *May I give the Global Contacts List to people outside the company?*

A: No. It is company proprietary information and is not for external distribution.

Notes

Q: *Over the years, I have developed a file containing documents relevant to my job, including organization charts, product information, and customer and supplier contracts. Since I developed the file as my own reference data, may I take it with me if I leave the company?*

A: No. Company data belong to the company. Since you developed it in connection with your job, it is not your personal property.

Q: *I am taking college courses and want to use company-owned computer software on my home computer for homework. May I do so?*

A: ArvinMeritor encourages continuous learning by our employees, but it must be in accordance with ethical and sound business practices. Using company-owned software on your home computer, therefore, depends on the licensing agreement between ArvinMeritor and the software supplier. Since use of company-owned software must be authorized, you should first check with your supervisor and then seek guidance from your Information Systems or Purchasing department.

Q: *May I use the company computer after hours to work on college homework?*

A: With your supervisor's approval, you may use company computing resources.

References

Corporate Policy A-08, "Standards of Business Conduct"
Corporate Policy B-04, "Innovation Protection & Rewards Policy"
Corporate Policy B-05, "Safeguarding Company Sensitive Information"
Corporate Policy B-07, "Copying Copyrighted Publications of Others"

The Bottom Line • *ArvinMeritor products must meet the required specifications. There can be no unauthorized substitutions.*

PRODUCT INTEGRITY

Why It's the ArvinMeritor Way • ArvinMeritor is committed to being the outstanding provider of quality systems and technology solutions to our customers worldwide, with a strong focus on our goals to generate superior shareowner value. Our reputation depends on diligent adherence to customer and contractual specifications. Any unauthorized deviation could violate the contract and our customers' faith in the integrity of our products.

Q: *We've been building a product a certain way for years. We now know a better way with cheaper materials. May we make the switch?*

A: Only with proper approval. If you believe there is a better way, please inform your management either verbally or in writing. We encourage continuous improvement; however, changes cannot be made until appropriate management approval (possibly including customer approval) has been obtained.

Q: *The specification for a particular product calls for a plate of a specific size and thickness with two holes placed in particular locations. We have plates that have a third hole but otherwise meet the specification. May we use them since the only difference is the extra hole?*

A: Not without management approval and in some cases customer approval. There may be reasons, such as weight or strength tolerances, that make the third hole unacceptable.

Q: *We have been making a product a long time and there are many inspection criteria that the product always meets. May we skip these inspection steps?*

A: You may not eliminate any required inspection procedures without proper approval. If you believe some steps are unnecessary, please inform your supervisor either verbally or in writing. We encourage cost savings measures, however, changes should not be made without management (and possibly customer) approval.

Q: *We are late on our production schedule. Can we modify the quality assurance procedures to support a schedule recovery plan?*

A: Only with approval of appropriate company management and, if necessary, the customer. We are required to establish and maintain a quality program acceptable to our customers. This includes, for example, in-process and inspection controls that, if not strictly adhered to, could result in a product that fails to meet basic requirements. ArvinMeritor supports continuous process improvement when all concerned parties are involved and informed of any changes to be made.

References

Corporate Policy A-08, "Standards of Business Conduct"

The Bottom Line • *Information that is not public, whether it is sensitive ArvinMeritor information or sensitive information received from a third party, may not be disclosed except as authorized. Employees must be familiar with established policies and procedures that govern the protection of sensitive, proprietary, confidential and classified information. It is the responsibility of every employee to protect the company's informational assets and communications through proper password management, file sharing, document control, and discreet conversations. If governing laws are violated, the company and the person or persons involved in the violation could face substantial fines and imprisonment.*

PROTECTING SENSITIVE AND CLASSIFIED INFORMATION

Why It's the ArvinMeritor Way • Most employees come into contact with information or processes that give ArvinMeritor a competitive edge or involve matters of personal privacy. Unauthorized disclosure of classified and company-sensitive information, or unauthorized possession or use of another company's sensitive information, could compromise customer trust in ArvinMeritor.

Employees may work on government classified contracts or may work on projects that, although not classified, may involve information protected by export regulations or copyright laws or the provisions of confidentiality agreements.

Q: *A recruiter from another company called to inquire about the performance experience and work habits of a former employee who reported to me. What should I tell the recruiter?*

A: Tell the caller that a written request must be directed to Human Resources. The requested information is company confidential and should only be disclosed through proper channels.

Q: *A professional society has requested that I make a presentation at a seminar. I want to participate. What approvals do I need?*

A: If the area of expertise to be addressed is nontechnical, the presentation should be approved by your department management and Communications. If it is technical, it also should be reviewed by the appropriate technical staff and the Intellectual Property Department. If it involves a classified government contract, it may require government approval. Stick to the approved material during your remarks and in response to questions that may arise during or following the presentation.

Q: *An extremely sensitive business project on which I work was mentioned in today's newspaper. Now that it is public, am I free to discuss it?*

A: No. If asked, you should neither confirm nor deny the existence of any sensitive project. Wait until your supervisor advises you that the project is no longer sensitive and may be discussed openly.

Q: *A consultant has offered me information about a competitor's bid in an upcoming government procurement. Should I accept that information?*

A: No! To do so could violate the law and result in loss of the contract. Company policy prohibits employees or consultants from seeking or accepting procurement information in a manner not permitted by law, regulation or the procurement process.

Q: *What should I do if I inadvertently receive proprietary data of a competitor?*

A: Immediately notify your manager and contact the Office of General Counsel representative listed on the Ethics Contacts poster.

Notes

Q: *ArvinMeritor is in competition with my former employer for a major contract award. A pricing system I developed when I worked for that company is still being used today. If I share some of the information that I have with my new boss, ArvinMeritor will have a clear advantage. Would this present a problem for either me or ArvinMeritor?*

A: Yes! Your former company's pricing system is probably considered proprietary by that company, and you have an obligation to your former employer not to disclose such information to any unauthorized persons.

References

Corporate Policy A-08, "Standards of Business Conduct"
Corporate Policy B-05, "Safeguarding Company Sensitive Information"

The Bottom Line • *Sharing, selling, giving, or otherwise transferring company products, services or technical data to another country or to citizens of another country must be in compliance with applicable laws and regulations of the country involved in the transaction.*

EXPORT AND IMPORT CONTROLS

Why It's the ArvinMeritor Way • It is ArvinMeritor policy to abide by applicable governmental rules and regulations wherever ArvinMeritor business is being conducted. Certain licenses or other government approvals may be required to export ArvinMeritor's products, services or technical data. U.S. export regulations control exports from the U.S. to other countries, sales to citizens of other countries in the U.S. and resale of certain products by ArvinMeritor distributors. Employees involved in the export of technical data and products must understand and fully comply with governing rules and regulations. Employees also must abide by all rules and regulations regarding the import of materials and equipment into the U.S.

As a member of the Customs-Trade Partnership Against Terrorism (C-TPAT) program, ArvinMeritor has made the commitment to do everything possible to improve the security of our international supply chains, both in the United States and abroad, including ensuring that the shipments we receive are not tampered with and verifying that our vendors and carriers use appropriate measures to safeguard our materials while at their facilities and in transit.

Q: *While I am in Paris for a technical meeting, I plan to contact several companies to discuss ArvinMeritor products and capabilities and to review with them the technical specifications and drawings. Do I need any special approvals to have these discussions?*

A: You should contact the Export Compliance Coordinator for your location to determine if an export license or other government approvals are required to discuss the data with the companies involved.

Q: *May I fax technical data to a business associate in another country? May I send it via the Internet? May I hand-carry technical data to another country?*

A: It depends on the person, the technical data, and the country. An export license may be required, even if the technical data is to be sent to an ArvinMeritor employee of a subsidiary in another country. Further, export regulations prohibit exports to certain persons and/or countries on “prohibited” lists. You should check with the Export Compliance Coordinator for your location to determine specific export requirements. You need to be aware also that the Internet lacks sufficient security to ensure confidentiality.

References

Corporate Policy A-08, “Standards of Business Conduct”
[Imagine – Business Groups/Functions – Legal – Export Compliance](#)

The Bottom Line • *We must comply with all applicable laws regulating competition. Agreements between competitors regarding prices or sharing of markets and customers and similar arrangements affecting competition are prohibited under these laws and regulations.*

COMPETITION AND ANTITRUST

Why It's the ArvinMeritor Way • It is ArvinMeritor policy and good business to obey the laws of every country where we do business.

Q: *One of our U.S. customers has asked for a discount from the standard price. The customer says one of our competitors has offered to sell him the same quantity of a similar product at a lower price than ArvinMeritor is offering him. May we give our customer the discount?*

A: In the U.S., it is unlawful for a seller to charge a price that is different from the price charged to other buyers for products of like grade and quality, where the difference in price produces a competitive injury. There is, however, an exception for meeting (not beating) the competition. The Office of the General Counsel listed on the Ethics Contacts poster should be consulted to assist in drafting forms to document competitors' offers.

Q: *One of our U.S. businesses wants to enter into a contract under which a customer will agree to buy only ArvinMeritor products for a period of one year. Is this legal?*

A: This is called "exclusive dealing" and may be illegal. A seller may not sell a product on condition that the buyer not deal in products of a competitor where the effect may be to lessen competition substantially. Questions should be referred to the Office of the General Counsel listed on the Ethics Contacts poster.

Q: *After a trade association meeting, representatives of several competing companies often get together to socialize. If one of the representatives asks the others to review their companies' pricing policies, is there any problem?*

A: Yes. Agreements among competitors to fix prices (i.e., to adopt similar prices) are illegal under antitrust laws. Even if there were no such agreement, it may look like there were if the discussion of prices were followed by similar pricing action. It is a good idea never to discuss prices with competitors. You should let the representatives know that it is ArvinMeritor's policy not to discuss prices with competitors, then leave the room.

References

Corporate Policy A-08, "Standards of Business Conduct"
Corporate Policy B-04, "Innovation Protection and Rewards"

The Bottom Line • *Board members, officers and employees must not trade in ArvinMeritor securities when they possess material inside information about the company.*

INSIDER TRADING

Why It's the ArvinMeritor Way • Board members, officers and employees must comply with all applicable laws, including laws regarding insider trading. We have a responsibility to our shareowners and to the securities markets to ensure that everyone who makes a decision to buy or sell company stock has access to the same information.

Information gained through an individual's position with the company, which is not available to the public and which could affect the market for ArvinMeritor stock, may not be used for that individual's personal gain. For instance, if you have earnings information for ArvinMeritor or another public company, trading in securities for any company before that information has been released to the public is prohibited.

Failure to comply with applicable laws and regulations can carry substantial fines and criminal penalties and can expose you to private lawsuits seeking monetary damages. Officers are required to consult with the Office of the General Counsel prior to trading in ArvinMeritor securities. All employees are encouraged to contact the Office of the General Counsel prior to trading in ArvinMeritor securities if they have any questions regarding insider trading.

Q: *What should I do if I suspect insider trading?*

A: You have a responsibility to the company and your fellow employees to immediately report suspected insider trading activity to the Office of the General Counsel.

Notes

Q: *How can I be certain that my trading activities will not be viewed as suspect, a violation of company policy and/or the law?*

A: When in doubt, contact the Office of the General Counsel to ensure that your activities are compliant with both company policy and the law. Refer to the complete Insider Trading Policy on Imagine for more details.

The Bottom Line • *ArvinMeritor seeks to reduce or eliminate the generation of waste or the release of potentially hazardous materials into the environment; prevent adverse impact on the environment and on the health and safety of our employees and communities as a result of our operations; create a corporate culture in which environmental concerns are recognized as priority considerations in all our decisions; and recognize and respond to community concerns. All ArvinMeritor operations must comply with governing environmental laws and regulations.*

RESPECT FOR THE ENVIRONMENT

Why It's the ArvinMeritor Way • Failure to conduct operations properly can have serious and damaging consequences for our employees, neighborhoods, customers and shareowners. The potential risk of even minimal exposure to various substances has focused public and political attention on environmental issues. Governments have established strict standards for the storage, use, treatment and disposal of a wide variety of materials. ArvinMeritor has pledged to ensure that our company, employees and communities are not exposed to risks that may result from violating these laws.

Q: *Environmental law is complex and changes frequently, and the penalties for violations are high. How are we supposed to know what laws and regulations apply to us?*

A: Each business has employees who ensure compliance with governing environmental laws and regulations, and who know where to obtain clarification on any unusual situations. If you are unsure of what laws or regulations may apply in a given situation, discuss your concern with your supervisor, your site environmental representative or Corporate Environmental Manager.

Q: *A permit for storing a certain hazardous substance has expired. We know that the permitting agency will give us a new permit, but we want to wait until we move to another facility next month. May we wait to obtain the storage permit?*

A: Although this situation might be viewed as only a “technical” violation, you must obtain a permit immediately.

Q: *Two employees are working in a lab on a project involving the use of a nitric acid solution, which is a regulated hazardous material. During the test, several gallons of diluted acid are spilled onto the floor and flow into the floor drain. Neither scientist is injured. What should be done?*

A: Any employee becoming aware of a hazardous material spill must immediately report the incident to the facility emergency organization. Certain hazardous material spills must be reported to environmental agencies. Concealing a spill violates policy and may violate the law.

Q: *A facilities engineer asked a plumber to replace some rusted pipes. In order to get to them, some walls that are known to contain asbestos must be torn down. What should be done about the asbestos?*

A: The facilities staff must tell the plumber and any nearby employees about the asbestos. Demolition work involving asbestos must be done by a properly licensed person.

Q: *We are doing product development involving the use of solvents that require environmental safety procedures. May we use "short-cut" approaches in handling these substances?*

A: No. You may consider using safer solvents or reducing the quantities of hazardous solvents where allowed by contract, but compliance with safety procedures is mandatory under law and company policy.

References

Corporate Policy A-08, "Standards of Business Conduct"
Corporate Policy ENV-001, "Environmental Policy"

The Bottom Line • *ArvinMeritor will not tolerate discrimination, sexual harassment, or physical or verbal threats, all of which deny employees the opportunity to contribute to the best of their abilities and deprive the company of their full talents.*

RESPECT AND CONCERN FOR EACH OTHER

Why It's the ArvinMeritor Way • Integrating the unique attributes and talents of a diverse workforce allows for greater flexibility and creativity in the workplace and in the community.

Preventing harassment, discrimination and threats is a matter of respecting each other's rights and dignity, which is a basic value at ArvinMeritor.

ArvinMeritor employees and business associates are entitled to conduct their business in a work environment free of these distractions. To help ensure such an environment, we must all take any discrimination, harassment or threat seriously and promptly advise appropriate management.

Q: *I overheard a manager say he would not promote a particular individual because the person is of a different race. He also used a racial slur about that person. I believe the employee is the most qualified for the promotion. What should I do?*

A: As an ArvinMeritor employee, you must take immediate action. Discrimination is not right, is against company policy, and is illegal in most countries. Race must never be a factor in making a personnel decision. Contact the offender's supervisor, Human Resources, Office of General Counsel or the Helpline to report the manager's comments.

Q: *I have a disability. Am I entitled to accommodations to enable me to perform my job?*

A: It is ArvinMeritor policy to make reasonable accommodation for employees with disabilities. You and your supervisor should ask Human Resources and/or Facilities to discuss what, if any, accommodations are appropriate.

Q: *What is sexual harassment?*

A: There are basically two kinds of sexual harassment. The first kind is when unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature is made a term or condition of an individual's employment, or when rejection of such conduct by an individual is used as the basis of employment decisions affecting that individual. The second kind is when such conduct unreasonably interferes with an individual's work performance or creates an intimidating, hostile or offensive working environment.

Q: *One of my coworkers has a temper and often uses threatening and abusive language with others. I'm concerned about working near him, and I don't know what to do about it.*

A: Report your observations and concerns to your supervisor or Human Resources.

Notes

Q: *A recently terminated employee has been in the parking lot several times and has been overheard telling former coworkers of his intent to "get even" for being terminated. Should I do something about this?*

A: The situation you describe could be an indication of potential violent behavior and should be reported to your supervisor, Security, or Human Resources immediately. If the issue is not resolved, contact the Ethics Helpline.

References

Corporate Human Resources Policy "Equal Employment Action Programs"
Corporate Human Resources Policy "Sexual Harassment"
Corporate Human Resources Policy HR-026 "Workplace Violence Policy"
Corporate Policy ENV-001 "Environmental Policy"

The Bottom Line • *No “related employees” are permitted to improperly influence the hiring, work responsibilities, salary, hours, career progress, benefits, termination or other terms and conditions of employment of other “related employees.” To ensure no employee is in such a position, employees may not supervise, directly or indirectly, other employees related by blood or marriage. Individuals who are “related employees” can work for the company provided no actual or perceived reporting relationship exists.*

NEPOTISM

Why It’s the ArvinMeritor Way • ArvinMeritor has a responsibility to its employees to ensure personnel decisions are based on qualifications, abilities, merit, service and performance and not on personal considerations. Company policy prevents “related employees” from supervising other “related employees” to ensure no actual or perceived favoritism exists in the workplace.

Q: *I have an open position in my department for an engineer who would report to me. One of the potential candidates is my sister-in-law. Can I interview her for the position?*

A: Company policy states that employees are not permitted to improperly influence the hiring of “related employees.” Related employees are considered anyone related by blood or marriage. The policy also indicates that a reporting relationship between “related employees” is not permissible, so your sister-in-law is not eligible for a position in which she would report directly to you. She could, however, report to someone else in a different department.

Q: *Two of my co-workers announced they are engaged to be married. Once married, can they continue to work together?*

A: Your co-workers will be considered “related employees” once they are married. If they do not have a working relationship in which one reports to the other, they can continue to work together. If a reporting relationship does exist between them, one of them will have to transfer to another supervisor or department within 30 days following the said marriage.

Q: *Two brothers work in my department. Their direct supervisor is retiring, and the older brother has applied for the position and is the best candidate to fill it. If the older brother does become the new supervisor, his younger brother would report to him, which is not permissible under company policy. As the department manager, how should I handle this situation to comply with company policy and keep both brothers employed by the company?*

A: As part of the job offer to the older brother, inform him of the policy that prohibits him from supervising his brother. If he intends to take the position, assist the younger brother to find a different position or place him under a different supervisor.

Q: *I have always wondered about a co-worker's qualifications for her job and was recently surprised when she was promoted. I overheard our supervisor mention that she is her distant cousin. As far as I know, their relationship is not common knowledge, but I believe it was a factor in my co-worker's hiring and promotion. What should I do?*

Q: *My niece would like to apply for a position as a summer co-op in my department. She would not report directly to me but to one of my supervisors. Can I tell my niece that she can apply for the co-op position?*

Q: *A supervisor at our plant has been dating one of her employees for several months. Since they are not married, and therefore not "related employees," they are not in violation of the company's nepotism policy. Other employees, however, have expressed concern that the supervisor has given better shifts and more overtime to the employee she is dating. As a fellow supervisor, what should I do, if anything, about this situation at our plant?*

A: It is against company policy for your supervisor to have a "related employee" as a direct report. You should report your concerns to a member of management or Human Resources.

A: It is against company policy for you to supervise, directly or indirectly, any "related employee" in any position for any amount of time. Suggest that your niece apply for another co-op position in another department.

A: Consider discussing your concerns with the supervisor or your manager. Personnel decisions must not be influenced by personal considerations. Even if the supervisor is making every effort to ensure personal considerations do not influence work decisions regarding the employee she is dating, the perception of favoritism by other employees is resulting in a negative work environment. The best scenario would be for the supervisor and plant management to find another position for the employee, so he no longer reports to the supervisor he is dating.

References

Corporate Policy HR-019, "Nepotism Policy"

CORPORATE POLICIES

The following Numerical references correspond directly to the stand along policy located on Imagine.

Corporate Policy A-03 Conflicts of Interest Policy May 1, 2001 (Revised Feb. 8, 2008)

5.0 Policy

It is the policy of the company that no employee, nor any member of the employee's related family, shall have any direct or indirect interest in, render any service to, or represent or undertake to act for, any outside concern or competing concern unless the interest, service, or representation is disclosed and approved as provided in this policy.

All employees must conduct themselves with the highest standards of integrity, honesty and fair dealing to preclude conflicts between the interests of the company and the personal interests of employees. Employees will avoid any actions or relationships which could adversely affect, or have the appearance of adversely affecting, their judgment or actions in performing their duties.

4.0 Definitions

4.1 Company: ArvinMeritor, Inc., and all of its organizational components (i.e., all offices, business units, plants, locations, and subsidiaries of the company in all geographic locations).

4.2 Immediate: Family Member: For purposes of this policy only, a spouse, child or parent of the employee.

4.3 Concern: Any competing concern, outside concern, or any other corporation, partnership, individual, trust, joint venture or governmental entity having interests in conflict with the interests of the company. For purposes of this definition, the terms "competing concern" and "outside concern" mean:

Competing Concern—Any type of concern, regardless of its form (e.g., a corporation, partnership, individual, trust or joint venture), which competes with the company or which competes with anyone who sells any products manufactured, distributed, or sold by the company.

Outside Concern—Any type of concern, regardless of its form (e.g., a corporation, partnership, individual, trust, joint venture or governmental entity), with which the company does business or to which the company provides business in any way, whether directly or indirectly (e.g., vendors, suppliers, or subcontractors furnishing substantial components or services to vendors, agents of vendors, dealers, contractors, advertising agencies, scrap dealers, law or accounting firms, or investment bankers).

4.4 Conflict of Interest (or Conflict): A circumstance in which the interests, duties, obligations or activities of an employee or an employee's immediate family member with respect to any concern are, or may be, in conflict or incompatible with (i) the interests of the company or (ii) the

duties or obligations of the employee to the company in general, or with respect to any transaction.

5.2 Disclosure of Interest

The company must have complete information regarding actual or potential conflicts of interest at all times. Accordingly, the company requires each employee to disclose any interest in, obligation or duty to, or activity for any concern in which an employee or an employee's related family member is or may be involved (i) that might create an actual or potential conflict of interest or (ii) that might have the appearance of adversely affecting the employee's judgment or actions in performing his or her duties.

The following are examples of actual or potential conflicts of interest that require disclosure:

- a) An action not in conformity with the company's Purchasing policy (see Corporate Policy GP.P.7.4.01, Purchasing"
- b) An investment or beneficial interest of an employee or an employee's immediate family member in any concern (excluding federal credit unions, publicly owned insurance companies, and corporations whose stock is listed on a national stock exchange or otherwise generally held by the public, provided stock ownership or beneficial interest of such corporation by the employee and the employee's immediate family member is not more than one percent of the total stock outstanding).
- c) A loan to or loan guaranty for an employee or an employee's immediate family member from or by any concern having any dealings with any component of the company (excluding commercial and savings banks, federal credit unions, and publicly owned insurance companies).
- d) Participation by an employee, directly or indirectly, in any transaction involving any of the company's components, other than in the normal capacity as an employee of the company.
- e) Acceptance by an employee or an employee's immediate family member of any gratuity, gift of more than nominal value, entertainment, or favor from any concern beyond common business courtesies.
- f) Service by an employee or an employee's immediate family member as an officer, director, partner, or employee of, consultant to, or witness for any concern in any capacity which could involve (i) a conflict of interest, (ii) the appearance of a conflict of interest or (iii) the inadvertent or intentional disclosure of confidential, trade secret or other proprietary information of the company to the

concern by or through the employee or the employee's immediate family member.

3.0 Responsibilities

3.1 The Senior Vice President, Human Resources is responsible for implementation of and compliance with this policy. The Senior Vice President, General Counsel & Secretary is responsible for interpreting this policy and determining the appropriate resolution of any conflict of interest submitted under Section 4.d.3 of this policy.

3.2 All levels of staff and line management shall:

3.2.1 Maintain a constant awareness of potential conflict of interest problems;

3.2.2 Encourage disclosures of possible conflicts of interest to the company by subordinates, even in doubtful cases; and

3.2.3 Initiate prompt remedial action in the event any actual conflict of interest arises.

3.3 Employees within the position classifications specified in Section 5 of this policy must notify the company of any actual or potential conflicts of interest on the occasions indicated in Section 6 of this policy. Employees must notify their immediate supervisors of any previously unreported conflicts of interest as soon as they arise or are anticipated by the employee.

3.4 The component's senior Human Resources executive will review each disclosed potential conflict of interest with the component's senior managing executive, and other members of line management if appropriate. The component's executives have the following authorities and responsibilities.

3.4.1 If the component's senior managing executive determines, after consultation with the Office of the General Counsel and the component's senior Human Resources executive, that there is or could be an actual conflict of interest, the component's senior Human Resources executive will notify the employee and take appropriate action to eliminate the conflict.

3.4.2 If an employee's related family member is employed by a concern, but neither the employee, the related family member nor the concern can improperly benefit from the relationship or use it to harm the company, the component's senior managing executive may determine, after consultation with the Senior Vice President and General Counsel and the component's Senior Human Resources executive, that there is no conflict and so notify the employee.

3.4.3 In all other situations, the component's senior Human Resources executive, after consulting with the component's senior managing executive and the Office of the General Counsel, will prepare a Disclosure Summary and forward it, together with a copy of the certificate and all related documents, to the Senior Vice President, General Counsel & Secretary for decision. The Disclosure Summary shall include the comments and recommendations of the senior managing and Human Resources executives of the component and of the attorney consulted in the Office of the General Counsel. The Senior Vice President, General Counsel & Secretary

will communicate the decision to the component's senior Human Resources executive, who will notify the employee and implement any required action.

5.3 Employees Required to Execute Certificates

Employees will complete and file Standards of Business Conduct and Conflict of Interest Certificates when hired, transferred or promoted into any of the following position classifications, and annually thereafter:

a) All salaried-exempt employees and employees who, though not exempt from overtime pay requirements, perform work that would be considered salaried-exempt effort.

b) All other nonexempt employees who are responsible for, engaged in, or in a position to influence:

1) Purchasing and material activities;

2) The establishment of criteria or specifications for outside procurement of products or services;

3) The selection, qualification, or surveillance of actual or potential suppliers of products or services;

4) The acceptance of goods or services from suppliers to the company;

5) The sale of the company's products or services, or the preparation and/or negotiation of proposals and contracts for the sale of the company's products or services;

6) The sale, lease, rental or acquisition of real estate for the company;

7) The participation in accounting or financial activities involving suppliers to the company; and

8) Financial, legal, human resources, corporate development, and strategic or business planning activities.

5.4 Executing and Processing Certificates

For each employee in a position classification for which execution of a certificate is required under Section 5.3 of this policy, the component's Human Resources function shall take the following actions:

a) New Hires

Human Resources will apprise each applicant for employment of this policy during the interview process. (An out-of-area applicant will be apprised of this policy at the time an offer of employment is made.) If hired, the employee will be required to execute the Standards of Business Conduct and Conflict of Interest Certificate upon reporting to work. Copies of this policy and other referenced policies must be made available for the employee to read before the certificate is signed.

b) Transfers

Human Resources will require each transferred employee's personnel file and certificate to be transferred to the employee's new component.

Human Resources either will require each transferred employee who completed a certificate at the former component to sign a new certificate, or obtain the employee's certificate from the Human Resources function at the former component.

c) Promotions

Human Resources will require a promoted employee to complete and submit a certificate within 15 days of promotion from a position for which no certificate is required by this policy to one in which a certificate is required.

d) Annual Submittals

Each year, certificates will be distributed to employees required to execute certificates. Each employee will sign a certificate which will be retained by the component's Human Resources function.

e) As-Needed Submittals

Employees who become aware of potential unreported conflicts of interest must notify the company immediately by completing an Internal Letter which discloses the activity. If an employee indicates no knowledge of any activity which creates or may create a conflict of interest on the certificate, the employee will return the completed certificate to the Human Resources function for retention. If an employee indicates knowledge of any activity which creates or may create a conflict of interest on the certificate, the employee shall disclose the activity in an Internal Letter addressed to the component's senior Human Resources executive.

This Internal Letter will include:

- (i) The employee's name, department, component, position classification and title;
- (ii) A brief description of the employee's duties and responsibilities as an employee;
- (iii) The employee's interest in or relationship with the concern;
- (iv) All facts pertinent to the circumstance or activity disclosed, including its potential impact, if any, on the company and on the employee's activities as an employee of the company; and
- (v) The employee's view as to whether a conflict of interest exists and the basis for that view.

The employee must sign the Internal Letter, mark it "Company Official", and submit it and the certificate to the employee's immediate supervisor. After suitable investigation, the employee's immediate supervisor will provide comments and an opinion as to whether a conflict of interest exists on the Internal Letter or a continuation sheet. The supervisor will sign the statement, and submit it to the component's senior Human Resources executive along with the employee's Internal Letter (if separate) and the certificate.

5.5 Retention Period

All certificates of current or former employees and related correspondence will be retained for 10 years from filing or, if

incorporated by reference, 10 years from the latest date of such incorporation by reference.

5.6 Further Implementing Documents

The Senior Vice President and General Counsel must approve in advance any documents such as policies, directives, or procedures (other than duplicates of this policy) which are proposed to be adopted by any component to implement this policy further. In addition, the Senior Vice President and General Counsel will coordinate any policy, directive, or procedure proposed to be adopted by any component located outside of the United States with local counsel in the country where that component is located to assure compliance of the proposed documents with local legal requirements.

5.7 Sanctions for Noncompliance

If an officer or employee fails or refuses to comply with this policy or to abide by any decision of the Senior Vice President and General Counsel regarding the remedial action required to eliminate a conflict of interest, the company will take appropriate action which may include discharge and, if warranted, legal proceedings.

**Corporate Policy A-03, Appendix A,
Conflict of Interest Disclosure Summary – Sample
Format & Guidelines
May 1, 2001 (Revised Feb. 8, 2008)**

To: Senior Vice President, General Counsel, World Headquarters, Troy, Michigan

Subject: Potential Conflict of Interest Involving
(Employee's Name)

Identify the employee by name, department, component, position classification and title.

Describe the employee's duties and responsibilities as an employee.

Identify the concern involved by name, address, type of business, and goods or services provided to, or in competition with, the company or any of its components.

If an immediate family member is involved, identify the immediate family member by name, address, and employer or other business affiliation.

If the employee or the immediate family member is an officer, director, employee, representative or agent of, or has any financial interest in, the concern involved, state the employee's or related family member's interest in or relationship to that concern.

Describe the conflict of interest, stating and explaining the circumstances in which the interests, duties, obligations or activities of the employee or the employee's immediate family member with respect to the concern are, or may be, in conflict or incompatible with (i) the interests of the company or (ii) the duties or obligations of the employee to the company in general, or with respect to any transaction.

Comment as to whether a conflict of interest does or may exist and, if so, recommend the appropriate remedial

action to be taken (to be provided by (i) the senior managing executive of the component, (ii) the senior Human Resources executive of the component, and (iii) the attorney of the Office of the General Counsel consulted by the senior Human Resources executive).

*(Senior Human Resources Executive)
(Component)*

cc: Senior Vice President — Human Resources, World Headquarters, Troy, Michigan

cc: As appropriate, senior Human Resources executives of businesses of which the employee's component is a component, if any.

Corporate Policy A-08 Standards of Business Conduct Policy May 1, 2001 (Revised Feb. 8, 2008)

5.1 Policy

It is the policy of the company to conduct its business in accordance with applicable laws of the United States and other jurisdictions in which the company operates and in accordance with ethical standards of business conduct. All employees and consultants retained by the company to perform services on its behalf shall adhere strictly to this policy.

All illegal or unethical acts are prohibited under this policy. Special care should be exercised to assure that:

- a) No bribes, kickbacks or other illegal payments are made by or on behalf of the company, directly or indirectly.
- b) No funds or assets are maintained by the company for any illegal or improper purpose, and no funds or assets which are not clearly disclosed in the books and records of the company are maintained for any purpose.
- c) No false, misleading or artificial entries are made in the books and records of the company.
- d) No payments are made by or on behalf of the company for any purpose other than that described by the supporting documents and records maintained by the company.
- e) No illegal political contributions are made, directly or indirectly, by or on behalf of the company.
- f) No data concerning customers or competitors are obtained or solicited contrary to law, regulation or authorized government procurement process.

Corporate Policy A-08, Appendix A, Standards of Business Conduct – Implementing May 1, 2001 (Revised Feb. 8, 2008)

1.0 General

1.1 The company's reputation for integrity is an invaluable and essential asset. Each employee must recognize that fact. Each employee must be guided at all times by the highest standards of integrity and personal conduct in work for the company.

1.2 It is the personal responsibility of each employee to observe diligently and thoroughly the policies and procedures on standards of business conduct set forth in this policy.

1.3 No employees may do indirectly, through consultants, agents, representatives or otherwise, anything the employee is prohibited from doing under this policy.

1.4 Each consultant retained by the company to perform services on its behalf shall be apprised of the company's commitment to this policy, and of his or her obligation to refrain from any conduct for or on behalf of the company that would affect adversely the company's reputation for integrity.

1.5 Each supervisor shall take all action necessary to assure that those employees and consultants reporting to him or her are apprised of the company's commitment to, and of their obligations under, this policy.

2.0 Dealing With Others

2.1 Customers, suppliers and public agencies properly expect to be dealt with fairly and honestly. While the requirements and obligations imposed by laws, regulations, contract provisions, a customer's policies and procedures, and those of the company are many and often complex, employees nevertheless are expected to be fully aware of and to comply with the substance of all applicable requirements. They are expected to act with integrity in discharging their assigned responsibilities. Supervisors are responsible for insuring that employees reporting to them are fully aware of all applicable requirements and obligations. All employees must obtain guidance concerning the propriety of any course of conduct about which they have any doubt. Some of the requirements which require particular attention and monitoring are described in greater detail in other sections of this policy. It is the responsibility of each employee to be aware of, understand and adhere to the company's policies in these areas in particular.

2.1.1 Providing Information to others: Information provided to customers, suppliers and public agencies must be accurate and must comply with any requirements established by the intended recipient for the submittal of such information. The recipient should be advised if and to what extent any information provided does not meet the recipient's requirements.

2.1.2 Sensitive, confidential or proprietary information of or about the company, whether prepared by the company or by others, shall be disclosed within the company and to persons outside the company only in accordance with applicable company policies.

2.1.3 Obtaining Information from others

No employee, either directly or through an intermediary, may knowingly obtain information from or concerning a customer, supplier or competitor which would be treated as confidential by the company if the information concerned the company, unless the information is provided with the consent of all concerned parties.

3.0 Gifts, Business Courtesies and Gratuities – Customers, Subcontractors, Suppliers and Others

3.1 Definitions

3.1.1 Gifts – Items of value (i.e., goods, services, use of property or facilities) either given or received by an employee or representative of the company in connection with the marketing, product information, procurement or public relations activities of the company, its suppliers, or other interested and affected parties.

3.1.2 Business Courtesies – Accommodations such as meals, refreshments, entertainment, transportation or lodging either extended or received by an employee or representative of the company in connection with marketing, product information, procurement or public relations activities of the company, its suppliers, or other interested and affected parties.

3.1.3 Gratuities – Gifts or business courtesies given voluntarily and beyond the company's obligation in return for, or in anticipation of, some service or courtesy.

3.2 Policy

It is the policy of the company that no employee, member of an employee's immediate family, or other representative of the company shall give or receive any cash, gift or gratuity in connection with the negotiation or transaction or its business activities.

The underlying premise of this policy is that the company and its employees and representatives will conduct business with customers, subcontractors, suppliers and others on the basis of product and/or service quality, performance and price without giving or accepting anything of value that could, in fact or in appearance, influence the outcome of a transaction or negotiation.

In situations where such activities are consistent with generally accepted ethical business practices and not prohibited by law or standards of conduct applicable to customer or supplier representatives, this policy is not intended to preclude the giving or acceptance of gifts of modest value, limited in the aggregate to \$200 (U.S.) for a year to or from any individual; gifts, promotional items or sales aids bearing a company logo which are distributed generally; or business courtesies (neither lavish or excessive) extended or received in connection with marketing, product information, procurement or public relations activities of the company.

The company competes in government, commercial and automotive markets. There are distinctive practices by which business is conducted in each of these markets and any employee or representative in a position to deal with the company's customers, suppliers or other interested parties must be knowledgeable of applicable laws, regulations and standards. It may be appropriate in the case of selected businesses to establish guidelines more restrictive than those permitted by this policy.

3.2.1 Commercial Business in the United States – The company's objective is to compete on the basis of providing superior value to its customers and not through gifts, gratuities or business courtesies. The general managers of the businesses competing in U.S.

commercial markets, with the assistance of the Senior Vice President, General Counsel & Secretary, shall establish unique guidelines for their employees, if necessary, based on generally accepted business practice in their addressed markets. However, in no case will such guidelines permit lavish, extravagant or excessive business courtesies or gifts.

3.2.2 Automotive Business – The Foreign Corrupt Practices Act of 1977, as amended (see Section 4 of this appendix), shall guide the company's employees and representatives relative to gifts and business courtesies in their relations with officials of governments of countries other than the United States. The company's competitive objectives and strategies are the same for Automotive customers as for its U.S. customers. However, the value (greater or lesser) of business gifts or courtesies customarily extended may differ from the general guidelines set forth above. The general managers of the company's businesses, with the assistance of the Senior Vice President, General Counsel & Secretary, shall establish unique guidelines for their employees and representatives for each of the countries in which they pursue business, if necessary, based on local culture and generally accepted business practices in the locale.

3.2.3 U.S. Government Business – U.S. Government regulations permit government employees to accept gifts and business courtesies of strictly limited value under certain conditions. The general managers of businesses competing in these markets, with the assistance of the Office of the General Counsel, shall establish uniform guidelines for their employees based on their customers' standards. However, in no case should the guidelines be inconsistent with the underlying premise of this policy.

3.2.4 Suppliers, Subcontractors and Others – It is the policy of the company (see Corporate Policy GP.P.7.4.01 Purchasing to make all of its purchases on the basis of quality, delivery, and price or best value. Business gifts and courtesies may never be solicited, but may be accepted if proffered within the guidelines set forth in this policy. Gifts received in excess of these guidelines either should be returned to the giver, if practicable, or given to a charity. Appropriate correspondence should be forwarded to the giver acknowledging, but declining, the gift and outlining our policy.

In the event a valuable gift is received from a source other than a vendor (e.g., a dignitary from another country), or under other circumstances where the return or charitable disposition may be interpreted as an insult based on local business custom, the gift should be accepted and acknowledged, then referred to the Chief Financial Officer and Secretary for disposition.

4.0 Compliance With Laws Relating to Gifts and Payments to Individuals Associated With Non-U.S. Governments, Governmental Agencies or Instrumentalities, or Political Parties

The Foreign Corrupt Practices Act of 1977, as amended by the Foreign Corrupt Practices Act Amendments of 1988(15 USC Sec. 78m(b), 78 dd-1, 78dd-2) (the "FCPA"), prohibits all payments and gifts to individuals associated with governments of countries other than the United States, agencies or

instrumentalities of such governments, or with political parties in such countries for the purpose of obtaining or retaining business, of influencing an official act or decision, or of inducing an individual to do or not to do any act in violation of the individual's official duties. Most countries have laws with similar general effect.

The FCPA includes a specific exemption for facilitating or expediting payments "to expedite or to secure the performance of a routine governmental action" (as "routine governmental action" is defined in the FCPA) and exempts a payment or gift if it was "a reasonable and bona fide expenditure, such as travel and lodging expenses...directly related to ...the promotion, demonstration or explanation of products or service or...the execution or performance of a contract with a foreign government of agency thereof."

Moreover, the FCPA has been construed to exempt a gift made solely as a courtesy, a token of regard, or in return for hospitality if of modest value and given on a customary occasion so that it is clear that it is not made "corruptly" (i.e. intent is of paramount importance in determining permissibility).

The FCPA applies to corporate entities organized under the laws of the United States, and to all officers and employees of the company, including any of its subsidiaries (whenever organized) who are citizens, nationals or residents of the United States.

Violations of the FCPA, which include not only making a payment or gift but also authorizing a payment or gift, may result in imprisonment for up to five years for employees, severe fines and penalties for employees and the company, loss of export privileges, debarment from government business, and treble damage suits by injured competitors.

All officers and employees of the company and its subsidiaries whose duties involve contact with individuals associated with governments, governmental instrumentalities, or political parties in countries outside the United States, or whose duties involve the supervision or approval of the activities of other officers or employees who contact such individuals, must be familiar with the requirements of the FCPA and the comparable requirements of the laws of the countries with which they work. Before making or authorizing any gift or payment to such an individual of more than nominal value (i.e., U.S. \$50 or less), approval of the gift or payment must be obtained from the Senior Vice President, General Counsel & Secretary. Any question as to the applicability of these laws is to be referred to the Office of the General Counsel.

5.0 Compliance With Competition and Antitrust Laws

The company's policy of compliance with the competition and antitrust laws of the United States and other jurisdictions is set forth in the company's "Antitrust Compliance Manual." Because the antitrust laws of the United States may apply to the company's activities both inside and outside the United States, and the competition laws of other countries also may affect the company's activities outside of the United States, all supervisors must be familiar with that policy, take adequate precautions to assure compliance by employees reporting to them, and obtain legal guidance from the Office of the General Counsel as appropriate. Copies of the "Antitrust Compliance Manual" are available to all employees from business unit Human Resources, or the Office of the General Counsel.

6.0 Required Approval for Corporate Political Contributions

Direct or indirect contributions to any political party or candidate for political office, or regarding any ballot measure, by any organizational component of the company are prohibited unless previously approved in writing by the Office of the General Counsel and the Chief Financial Officer.

7.0 Overbilling

"Overbilling" constitutes increasing the sales price billed to a customer or a representative by an amount agreed to with the customer or representative which is over and above the sales price if, upon collection of the billed amount from the customer or representative, the amount received over and above the sales price is held for the amount of, or ultimately paid or credited to, a third party, the customer, or the representative from which said amount was received. Overbilling is prohibited by this policy.

8.0 Cash Payments

No payment by or on behalf of any organizational component of the company may be made in cash except cash disbursements which (a) are for routine services, (b) do not exceed \$1,000 (U.S.), (c) are properly documented, and (d) are made with the prior written approval of the senior financial executive of the organizational component concerned.

9.0 Representatives

Any arrangement or agreement by the company with any distributor, sales representative, dealer, agent, consultant, service contractor, broker of similar person or entity relating to sales or services must conform to the requirement set forth in A-08, Appendix B.

10.0 Compliance Oversight

10.1 The Business Standards Compliance Committee (the "Committee") shall review and provide or direct inquiries into potential violations of the Policy including those inquiries received through the company Helpline.

10.2 Any employee may report any information concerning violations or potential violations of the company's policies related to standards of business conduct directly to the Helpline, Office of the General Counsel, or the Committee.

10.3 The Committee has available to it all resources of the company necessary to discharge its responsibilities under this policy. Internal Audit is responsible for auditing compliance with this policy under its ongoing audit program and by such special audits as the General Auditor or the Committee may believe appropriate.

10.4 The Committee in accordance with its procedures will be advised promptly by the manager of every organizational component of the company of the following:

10.4.1 Any external allegation (whether by an individual or government agency or customer) that there has been any fraud, false statement, false claim or other violation of law in connection with any contract of the company with the United States government or any other governmental entity,

10.4.2 Any report received in any organizational component of the company from any employee of any

actual or potential violation of the company's policies related to standards of business conduct, and

10.4.3 Any other actual or potential violation of the company's policies related to standards of business conduct which the manager regards as potentially significant.

10.5 The Committee also will be advised of the results of audits performed by Internal Audit or under Helpline procedures for compliance with the company's policies related to standards of business conduct.

10.6 The Committee will meet at least quarterly with the Committee's Secretary or the Operating Committee to review all reported violations of the company's policies related to standards of business conduct which have come to the attention of the Helpline or have been otherwise reported to the Committee, and the actions taken to resolve such violations to ensure that the letter and spirit of such policies are fulfilled.

10.7 The manager of each organizational component of the company shall maintain ongoing oversight of his or her organization's compliance with the company's policies related to standards of business conduct, including implementation of training and communication programs appropriate to the business.

The Committee shall review each such organizational component's compliance with company's policies related to standards of business conduct regularly, and each such manager shall report to the Committee regarding the actions taken within his or her organization to assure compliance with the company's policies related to standards of business conduct as directed by the Committee.

10.8 In coordination with the Committee, the designated corporate executives shall have the following responsibilities for implementing this policy and shall report to the Committee as required on their execution of these responsibilities.

10.8.1 The Senior Vice President–Human Resources is responsible for development and management of the business ethics training program required by this policy.

10.8.2 The Senior Vice President–Corporate Communications is responsible for development and management of the communication program prescribed by this policy.

10.8.3 The General Auditor is responsible for the ongoing audit/review of the operation of the training, communication and reporting systems.

The head of each of the company's business units and of each corporate function shall be responsible, in coordination with the Committee, for implementing practices and procedures in support of this policy within each such organization.

11.0 Obligation of Employees to Report Violations and Assist in Investigations

11.1 It is the responsibility of an employee having knowledge of any activity that is or may be in violation of law, or of any

of the company's policies related to standards of business conduct, promptly to disclose such activity to the employee's supervisor or if the employee prefers, to the Helpline. The activities to be reported include any request to engage in any activity which the employee believes would be contrary to this policy, and any information that gives the employee reason to believe that any other employee is engaged in conduct prohibited by this policy or that any other person or firm representing the company is engaged in such conduct.

11.2 Any supervisor receiving a report under Section 13 will promptly report the matter to higher management and to the Committee and take such further action as higher management or the Committee may direct.

11.3 Harassment of or retaliation against an employee for making a disclosure required by section 11.a is prohibited. An employee who has violated the company's policies related to standards of business conduct cannot avoid responsibility and appropriate disciplinary action for such violation merely by disclosing it as required by Section 11.a; however, such disclosure will be considered as a mitigating factor in determining appropriate discipline.

11.4 It is the responsibility of every employee to cooperate fully with any investigation of any alleged violation of the company's policies relating to standards of business conduct.

11.5 The Helpline and the Committee's records shall be confidential in order to assure that employees may raise concerns without inhibition. Employees referring matters to the Helpline may choose to withhold their identities or may request that their identities be held in confidence. Information contained on the Helpline and the Committee's records, including the identities of employees who have requested confidentiality, shall be disclosed only as necessary to enable the committee to carry out its responsibilities.

11.6 Employees subject to the certification requirements of Corporate Policy A-03, "Conflicts of Interest," also shall be required to certify annually as to their knowledge of the existence of any actual or potential violations of company policies related to standards of business conduct.

Corporate Policy A-08, Appendix B Standards of Business Conduct Regarding Representatives and Representative Agreements May 1, 2001 (Revised Feb. 8, 2008)

1.0

a) Fees – Any and all amounts paid or payable to a representative.

b) Representative – Any distributor, sales representative, dealer, agent, consultant, service contractor, broker or other similar entity with whom an arrangement is made by the company relating, directly or indirectly, to sales or services.

c) Representative Agreement – An arrangement or agreement with a representative.

2.0 Use of Representatives

- a) All representative agreements shall be in writing.
- b) Normally, fees payable to a representative will be paid by check and either mailed to the principal office of the representative or, if the additional expense is warranted, sent to such principal office via a bonded independent courier service having a bonded office in the country in which the principal office of the representative is maintained. The Senior Vice President & Treasurer of the company, with the approval of the Executive Vice President & Chief Financial Officer, may authorize payment via personal delivery of a check of the company to the principal office of the representative by an employee of the company, provided that he or she shall have determined that delivery by both mail and courier service is unreliable. In that event, the Senior Vice President & Treasurer may authorize payment by wire transfer to the account of the representative at a bank in the city in which the principal office of the representative is maintained, provided that all wire transfers will be processed only through the Office of the Senior Vice President & Treasurer.
- c) In addition, with the approval of the Office of the General Counsel, such payments may be sent or made, by the methods prescribed in the preceding paragraph, to the representative at a location outside the country in which he or she maintains his or her principal office if so directed by the representative in writing, and provided local counsel for the company confirms that such procedure is not in violation of local legal requirements.
- d) All other forms of payment of fees to representatives are prohibited unless specifically authorized by the Executive Vice President & Chief Financial Officer with the approval of the Office of the General Counsel except that, if the representative purchases products or services from the company, it is permissible:
- 1) to offset against accrued fees due to representative any amounts due to the company for its products shipped or services rendered for the representative if the representative has its principal office in a country that does not prohibit the offsetting of receivable and payments in Automotive trade and either:
 - a) the offset is requested by the representative and the products were shipped to, or the services rendered for, the representative in the country in which his or her principal office is located or
 - b) the amount owed the company is overdue and deemed uncollectible by the Senior Vice President & Treasurer.
 - 2) to delay payment of accrued fees to assure payment by the representative for the company's product or services.
- e) All representative agreements shall contain a conflict of interest clause as set forth in Exhibit 1 to Appendix B of this policy or in a form otherwise approved by the Office of the General Counsel. Any representative who declines to execute such agreement shall be reported to the Executive Vice President & Chief Financial Officer and the Senior Vice President, General Counsel:

- f) Copies of all representative agreements shall be filed with the financial department of the organizational component concerned, and no payments will be made under or in connection with a representative agreement except to the extent authorized by that financial department.
- g) The financial department of the organizational component concerned will maintain appropriate documentation with respect to all fees paid.

3.0 Approvals of Representative Agreements Relating to Business Between the United States and Another Country or to Business in Such Other Country

Representative agreements relating to Automotive business shall be approved by the head of the organizational component concerned to whom such authority has been delegated specifically, the senior financial executive of that organizational component, and the Office of the General Counsel.

In those cases where it is anticipated that payment of fees under the representation agreement may exceed \$500,000 (U.S.) for an individual transaction or a group of related transactions, the approval of the Executive Vice President, Chief Financial Officer and the Senior Vice President, General Counsel shall be obtained.

Where a representative agreement exists with an established representative, any new business commitment which may result in total payments of fees in excess of \$500,000 (U.S.) for an individual transaction or a group of related transactions, requires the approval.

Exhibit 1, A-08 Appendix B, Sample Format Conflict of Interest and Disclosure Clause for Representative Agreements May 1, 2001 (Revised Feb. 8, 2008)

_____ hereby represents and covenants that neither the representative nor any of its employees or representatives has or shall have, directly or indirectly, any agreement or arrangement with any official, employee or representative of any customer or of any government or governmental agency or of any political party under which any such official, employee, representative or political party shall receive, either directly or indirectly, anything of value whether monetary or otherwise as the result of or in connection with any actual or contemplated sale of any product of service or the company or any of its subsidiaries to any customer, government or governmental agency or as the result of or in connection with any action or contemplated action taken or requested to be taken by any government or governmental agency of any nature relating to ArvinMeritor, Inc. or any of its subsidiaries.

_____ further represents and covenants that neither its owners, stockholders, employees nor representatives are or will be, during the affectivity of this agreement, (1) officials of any government or (2) officials of any political party or candidates for any political office.

As used in the foregoing paragraph, the term "official of any government" means any officer or employee of a government

or any department, agency or instrumentality thereof, or any person acting in an official capacity for or on behalf of such government or department, agency or instrumentality.

It is understood and agreed that the company shall have the right, in its discretion, to disclose the terms and conditions of this agreement (as it may be amended from time to time), including without limitation commissions paid pursuant hereto, to agencies of the United States government or to agencies of the government(s) in _____(s) market area.

***Note:** Publicly owned companies may be unable to certify to the second paragraph. In that event, the business unit processing the agreement shall present the circumstances to the Office of the General Counsel for review and possible modification or deletion.

Corporate Policy ENV-001 Environmental Policy Statement May 1, 2001 (Revised Feb. 8, 2008)

5.1 As a leading global manufacturer of vehicle components and other fabricated metal goods, it is the policy of ArvinMeritor to:

- Conduct our operations in conformance with, or to exceed, all applicable environmental laws and regulations of the jurisdictions in which we do business, and other requirements to which we subscribe.
- Consider environmental impacts in business decisions and work with our suppliers, contractors and customers to address mutual environmental issues.
- Minimize adverse environmental impacts from our operations by conserving natural resources and reducing, minimizing, or eliminating the generation and release of pollutants to the environment.
- Include environmental responsibility and innovation as relevant factors in employment, retention and performance decisions.
- Maintain open and constructive relationships with regulatory agencies, public officials, and environmental groups
- Evaluate our environmental management system and adopt appropriate objectives and targets, in order to achieve continual improvement.

Corporate Policy HR-019 Nepotism Policy February 2007 (Revised Feb. 12, 2008)

5.0 Policy:

All employees, Corporate Officers, and board members must conduct themselves with the highest standards of integrity, honesty and fairness to avoid any conflict between their own interests and the interests of the Company. It is the policy of the Company that no "related employees" are permitted to improperly influence the hiring, work responsibilities, salary, hours, career progress, benefits, termination or other terms

and conditions of employment of the other. In no instance, may one "related employee" supervise, directly or indirectly another "related employee." "Related employees" are allowed to work in the same department or facility provided no implicit or explicit reporting relationship exists.

Employees who marry while both employed by ArvinMeritor and are in a direct reporting relationship to each other are required to report said marriage to management immediately. Employees who marry while both employed by ArvinMeritor are "related employees" and treated in accordance with these guidelines. One of the married employees will be required to transfer to another supervisor or department within a reasonable time frame, but not more than 30 days, following said marriage.

Any employee who believes there has been a violation of policy should promptly report the facts of the incident or incidents and the names of the individuals involved to her or his supervisor, to the Human Resources Department and/or the Ethics Helpline. All complaints will be promptly investigated and, where appropriate, corrective action will be taken.

**Note: Any "employee related" reporting relationship existing prior to the date of this policy will be reviewed on a case-by-case basis.*

Corporate Policy B-04 Innovation Protection and Rewards Policy Sept. 15, 1991 (Revised Feb. 8, 2008)

5.0 Policy

5.1 Applicability It is ArvinMeritor's intent to establish and implement intellectual property strategies in each of its businesses. These strategies should support the objectives of the businesses. These strategies should also protect the core technologies of the company as intellectual property assets.

It is also the intent of ArvinMeritor to provide certain incentives for the identification of innovations and their legal protection. The form of the incentives allows the company, at the same time, to give recognition to innovative accomplishments of its employees.

This policy is directed at all inventions, discoveries and improvements arising out of research and development performed by or on behalf of ArvinMeritor. This includes any system, machine, device, process, know-how, method, composition of matter, software, firmware, or any other scientific or technical advancement. It includes all these regardless of whether they were generated under company-funded programs, government contract, or purchased research and development performed by others on behalf of ArvinMeritor.

5.2 Implementation

a) Establishment and Execution of Business

Intellectual Property Strategies.

Each business should establish and implement an intellectual property strategy. The strategy should support the specific objectives of the business unit and provide intellectual property protection for the core technologies of ArvinMeritor. In formulating and implementing its strategy, consideration should be given to the ways in which the protection and utilization of the Intellectual Property can:

- 1) Enhance strategic product and marketing plans;
- 2) Strengthen strategic partnering plans; and
- 3) Assure access to technologies and freedom from claims of infringement, through potential cross licensing.

Employees will disclose to the Legal Department, using the appropriate paper or electronic forms, all innovations and the program product or process in which these innovations are most useful. Supervisors will ensure such identification and, if requested, have the employee prepare a detailed disclosure of such innovation. The Light and Commercial Vehicle Systems businesses ("LVS" and "CVS") shall each appoint an Intellectual Property Committee to evaluate disclosures of innovations. With the assistance of the Legal Department, the Committee is to make recommendations on which of the disclosed innovations should be protected under intellectual property laws in accordance with the intellectual property strategy of the business unit, including recommendations on whether patent applications should be filed. In addition, the Committee may recommend some of the awards described in this policy. Where required by law or statute, the Committee will also determine, with the assistance of the Legal Department and the Human Resources Compensation Department, the appropriate employed inventor compensation.

b) Role of the Legal Department in Resolving Potential Intellectual Property Disputes.

Any questions arising as to whether or not ArvinMeritor is entitled to rights in, or ownership of, any intellectual property contribution of an employee of the company must first be referred to the Legal Department for resolution. Likewise, any potential dispute with contractors, suppliers, customers or service providers over intellectual property rights must first be referred to the Legal Department for resolution. Any correspondence or other document alleging or claiming that ArvinMeritor or any of its subsidiaries is infringing any patent, copyright, mask work, or trademark must be promptly referred to the Legal Department for reply. Likewise, any correspondence alleging that ArvinMeritor is misusing the proprietary or confidential information of another must be promptly referred to the Legal Department for reply. Further, any requests that ArvinMeritor evaluate or express its interest in developing, using or licensing an idea

submitted by an inventor outside the company must be promptly referred to the Legal Department for reply.

c) Awards.

1) Authorizing Awards – Senior business unit executives are authorized to grant Meritorious Disclosure Awards, Application Filing Awards, Patent Issuance Awards, Royalty Awards and Competitive Technology Awards as described in Appendix A of this policy, which also includes the details of eligibility for the awards and other procedural matters.

2) Publicizing Awards – An important part of incentive awards is that contributions of innovators be recognized at all levels of ArvinMeritor and be appropriately publicized. Accordingly, formal presentations of the awards shall be made. Plaques to be presented as a part of the Patent Issuance Awards will be provided by the Legal Department. Business units are encouraged to publicize awards by internal means. Since patents are a matter of public record, Patent Issuance Awards and the titles of the associated patents should be announced in publications, including company newspapers. In the formal presentations and publicity, appropriate recognition should be given to the manager under whose supervision the innovative work was done.

Corporate Policy B-05 Safeguarding Company Sensitive Information Policy March 20, 2006 (Revised Feb. 8, 2008)

5.0 Policy

Company sensitive information is a valuable asset of the company and shall be protected and used only to promote the company's interests. The courts generally have provided protection for company sensitive information, such as formulas, patterns, devices, or compilations of scientific, technical, financial or commercial information (including computer programs and data bases), provided the owner has taken reasonable precautions to maintain it as confidential.

5.1 General

The identification, availability and dissemination of Company Sensitive Information shall be governed by the following principles:

- a). Confidential Information** - Confidential electronic documents and information should be protected via password or stored on protected shared drives. Electronic copies should be marked "Confidential" or if in PowerPoint form created on the "Confidential" PowerPoint template with predetermined distribution list on the first page/slide. It is suggested that all

Confidential Information paper copies must be kept in a locked area if not locked file cabinet at the end of each business day. Exceptions to these requirements are specified in Section 5.1.e.

b) Company Official Information – All company official electronic documents and information must be password protected and all copies accounted for. Absolutely no company official information may be stored on the company share drives. Share drives may be used only for expeditious transferring of these documents. Electronic copies should be marked "Company Official" or if in PowerPoint form created on the "Confidential Official" PowerPoint template with predetermined distribution list on the first page/slide. Hard copies and disks should be disposed of via shredders or secured disposal bins. Private directories on shared files should be used for documents or information of this sensitivity. Contact your IT support for guidance in establishing these directories. All confidential paper copies must be kept in a locked cabinet at the end of each business day and preferably behind a locked door at the end of each day. Hard copies and disks should be disposed of via shredders or secured disposal bins. Exceptions to these requirements are specified in Section 5.1.e

c) Routine Information - No special actions other than common sense is needed for securing these documents and communications whether electronic or paper to prevent their distribution outside of the company.

d) The employee who originates Company Sensitive Information and the employee's supervisor are responsible for ensuring that such information is properly marked upon its origination and is safeguarded in accordance with this policy.

e) Company Sensitive Information otherwise requiring markings in accordance with this policy need not be so marked when the cognizant corporate officer (or a direct report to whom such authority has been expressly delegated) determines that it is not practicable or necessary to mark it, that it is for internal use only, and that all the following precautions are in effect and are reasonable to protect unmarked Company Sensitive Information:

- 1) Access thereto is restricted to a limited number of employees having a "need to know" in order to carry out their duties;**
- 2) Those employees allowed access thereto are made aware of its sensitive nature; and**
- 3) Procedures have been established to prevent the release thereof outside the company unless it is appropriately marked before release.**

f) The release, whether written, oral, or electronic, of Company Sensitive Information to persons, firms or

organizations outside the company is authorized only where such release serves a legitimate business purpose of the company, and:

- 1) Its release is approved by the cognizant corporate officer (or a direct report to whom such authority has been expressly delegated);**
- 2) It is appropriately marked and a confidentiality agreement has been entered into between the recipient and the company or an appropriate relationship securing confidentiality such as the Attorney-Client relationship exists;**
- 3) It is furnished in connection with a U.S. government procurement and it is marked with an appropriate legend authorized by the procurement regulations of the agency involved;**
- 4) It is furnished to the U.S. government as material exempt from disclosure under the Freedom of Information Act in accordance with Corporate Policy B-02, and it is marked in accordance with that policy; or**
- 5) Its disclosure is required by legal process or court order, as determined by the Office of the General Counsel.**

g). Employees having access to Company Sensitive Information who are terminating their employment with the company shall be advised as to their responsibilities with respect to Company Sensitive information. The terminating employee shall be alerted to the legal consequences of (1) using or disclosing Company Sensitive Information for any purpose not expressly authorized by the company, with the advice and assistance of the Office of the General Counsel, and (2) retaining or using any correspondence, notes, depictions, models, data, experimental results or any other manifestation of Company Sensitive Information.

h) The supervisor of a terminating employee having access to Company Sensitive Information shall require the employee to deliver promptly to the supervisor all materials, including documents and software which may contain Company Sensitive Information, and to acknowledge in writing that all such materials so required to be delivered have been delivered.

5.2 Unauthorized Release

Any employee having knowledge of any unauthorized disclosure or removal of company sensitive information shall promptly inform his or her immediate supervisor, the Office of the General Counsel, or the Security Council.

**Corporate Policy HR-026
Workplace Violence Policy
Aug. 22, 2001 (Revised Feb. 12, 2008)**

1.0 Policy:

ArvinMeritor will not tolerate any conduct that threatens, intimidates, or coerces an employee, customer, or member of the public at any time. Additionally, employees are strictly prohibited from possessing firearms, weapons, and other dangerous or hazardous devices or substances anywhere on ArvinMeritor property.

All suspicious individuals or activities, including actual or threats of potential violence, both direct and indirect, should be reported immediately to Human Resources, your supervisor, or any member of management. This includes threats by employees, as well as threats by customers, vendors, solicitors, or members of the public. Employees should not attempt to intercede or otherwise become involved with any actual or potentially intimidating, harassing, or violent situation.

Employees are encouraged to bring their disputes or differences with other employees to the attention of a Human Resources representative before the situation escalates into potential violence. ArvinMeritor will promptly and thoroughly investigate all reports of actual or threatened violence as well as suspicious individuals or activities. The identity of the individual making a report will be protected to the extent practical. In order to maintain workplace safety and the integrity of its investigation, ArvinMeritor may suspend employees, either with or without pay, pending investigation. Any employee determined to have participated in any threatened or actual violence, or other conduct that violates these guidelines, will be subject to disciplinary action, up to and including termination of employment.

Charles G. "Chip" McClure
Chairman, CEO and President

ArvinMeritorTM

1.800.863.0780
Ethics.Helpline@ArvinMeritor.com

ArvinMeritor, Inc.
World Headquarters
2135 West Maple Road
Troy, Michigan 48084-7186

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