



Employee Handbook for the Emerson Business Ethics Program



EMERSON ELECTRIC CO.

**Employee Handbook
for the
Emerson Business Ethics Program**

EMERSON ELECTRIC CO. (AND ITS SUBSIDIARIES)

Employee Handbook for the Emerson Business Ethics Program

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EMERSON ELECTRIC CO.

8000 W. FLORISSANT
P.O. BOX 4100
ST. LOUIS, MO 63136

DAVID N. FARR
CHIEF EXECUTIVE OFFICER

August 2, 2005

Dear Fellow Employee:

The policy and historic practices of Emerson and its divisions and subsidiaries have always been to conduct its businesses lawfully and ethically in all countries where we operate. As a condition of our employment, each of us has an obligation to act at all times fairly and honestly. Such commitment to ethical conduct as an institution and as employees is fundamental to the long term success of Emerson.

I urge you to carefully read this handbook. It applies to all Company employees throughout the world. It is intended to help us understand our obligations to comply with the highest ethical standards. Keep it for future reference and make its guidelines an active part of your everyday business life. Violations of the Company's Code of Business Ethics are not acceptable.

Integrity and ethical conduct have long been emphasized at Emerson. I know I can count on your support to continue this tradition.

If you have any questions relating to the Emerson Code of Business Ethics, please contact the Ethics Official in your operating unit.



David N. Farr

Dedication

This Ethics Handbook is dedicated to our most important obligation as a Company – ethical conduct.

It is the intent of Emerson and its divisions and subsidiaries (“Company”) to have all employees conduct themselves in ways that demonstrate uncompromising ethical standards in all of their dealings with customers, suppliers, governments, the public, and each other. In other words, the integrity of the Company rests on the integrity of its employees.

As the Company continues to expand globally, we must be sensitive to cultural differences while ensuring continued adherence by our employees to the Company’s high ethical standards.

Purpose

Our business must be judged by the highest standards of ethical behavior. The message is simple and clear: diligent observance of the laws and regulations is a requirement from which there can be no exception. The same is true about observance of Company policies and practices. However, rules can’t guarantee ethical conduct; only people can. Therefore, the purpose of this Handbook is as follows:

- To affirm in a comprehensive statement the ethical standards required of all Company employees.
- To encourage all employees to put the applicable ethical standards into daily practice.

Defined Responsibilities

Defined Responsibilities - *Company*

Responsibilities

- Provide all employees with clear guidelines on matters of everyday business conduct.
- Implement the Emerson Code of Business Ethics (the “Code”) contained in this Ethics Handbook.
- Distribute this Ethics Handbook to all employees.
- Ensure through communication and training programs that all employees are aware of and understand the Code.
- Provide continuing counsel on Company policies and procedures to all employees.
- Enforce compliance with the Code.
- Assure there will be no retribution for reporting an alleged violation of the Code or Company policies or procedures.
- Require all supervisors and managers to implement and comply with the Code.

Defined Responsibilities - *Supervisors/Managers*

Responsibilities

- Ensure that all current and new employees under their supervision receive a copy of this Ethics Handbook, are trained in its meaning and application, and sign and return the Acknowledgment on the last page of this Ethics Handbook. The acknowledgment will be maintained in the employee's personnel file.
- Periodically review the Code with employees under their supervision and ensure that “refresher” programs are provided as necessary.

- Direct any inquiries concerning the Code to the unit's Ethics Official and ensure the employee's concern has been addressed.
- Enforce the requirements of the Code and the Company's policies and procedures which support the Code.
- Maintain a workplace environment that encourages frank and open communication, free of the fear of reprisal, concerning compliance with the Code.
- Set the example by conducting themselves and managing their departments and the activities of all employees under their supervision in accordance with the Code.

Defined Responsibilities - *All Employees*

Responsibilities

- Review regularly their knowledge and understanding of the Code.
- Uphold the Code and the policies, procedures and practices that support them in their daily business conduct.
- Contribute to a workplace environment that is conducive to the maintenance of the Code.
- Seek help when the proper course of action is unclear or unknown.
- Remain alert and sensitive to situations that could result in actions by any employee that are illegal, unethical, in violation of the Code or the policies and procedures that support the Code, or are otherwise improper.
- Encourage fellow employees to consult with the Ethics Official for their operating unit or the Company Law Department when it appears they may be in danger of violating the Code or Company policies and procedures.
- Report actual or perceived violations of the Code or Company policies and procedures for appropriate action.

Emerson Code of Business Ethics

Introduction

The Company has a long and distinguished tradition of adherence to the highest ethical standards. The Company intends to maintain these standards in all of its business dealings. They apply in the acquisition of new business as well as to performance of our contractual obligations. Improper activities could harm the Company's reputation for integrity and otherwise result in adverse consequences to the Company and its employees. Even the appearance of impropriety may be extremely damaging.

The purpose of this Code of Business Ethics ("Code") is to affirm in a comprehensive statement the standards of conduct required by the Company. This Code supplements the Corporate Policies and Procedures and other Corporate and Division policies already in place. The Code provides firm, uncompromising standards for each employee of the Company with respect to dealing with customers, suppliers, government agencies, the public, and others.

Adherence to this Code is the responsibility of each employee and is a condition of continued employment. The Code will be administered independently of other Company practices. Adherence to the Code will be the subject of management attention and periodic internal audits and reviews. An employee's actions under this Code are significant indications of the individual's judgment and competence.

General Ethical Standards

Set forth below are general standards that shall be met by all employees. However, these standards are not necessarily the only obligations that apply to employees' conduct. In general, all employees shall take care to avoid any conduct that could reason-

ably appear to be improper or might injure the Company's reputation for honesty and integrity in its activities. If in doubt, consult with your supervisor or the Ethics Official of your operating unit.

Compliance with Laws, Rules and Regulations

The Company is strongly committed to conducting its business affairs with honesty, integrity and in full compliance with all applicable laws. No employee of the Company is authorized to commit an illegal or unethical act, or to instruct others to do so, for any reason.

If a law conflicts with a particular action or policy prescribed by this Code, you must comply with the law; if a local custom, industry practice or previous company policy conflicts with this Code, you must comply with this Code. Do not hesitate to ask your unit's Ethics Official for advice before making any decision about which you are uncertain.

Conflict of Interest

No employee may have a personal, business or financial interest that is incompatible with the loyalty and responsibility owed to the Company ("conflict of interest"). It is not possible to identify every particular activity that might give rise to a conflict of interest. However, some practices and circumstances that may result in conflicts are described below.

Dealing with Suppliers and Customers

Employees should be motivated to acquire goods and services and make transactions for the Company on terms most favorable to the Company. Disclosure shall be made to the Company if an employee or any of his/her immediate family members has an ownership interest in a business that is a supplier or customer, or is performing services of any kind for, or is otherwise compensated

by, such a business. Ownership of less than 5% of the stock of a public company is acceptable.

Dealing with Competitors

Similarly, disclosure shall be made to the Company if an employee or any of his/her immediate family members has an ownership interest in a competitor's business or is performing services of any kind for, or is otherwise compensated by, a competitor. Ownership of less than 5% of the stock of a public company is acceptable.

Outside Directorships and Consulting

A Company employee, if asked to serve as a director or consultant of another business, shall first receive clearance from the Emerson Ethics and Environmental Policy Committee or the Company's Chief Executive Officer.

Compensation, etc. from Others

An employee or member of his/her immediate family shall not accept compensation, loans, entertainment or gifts of more than nominal value, commissions, property or anything else of personal financial or other advantage, from outside parties in connection with any transactions in which the Company might have an interest, without making full disclosure to the Company. This policy does not apply to personal loans from a recognized lending institution made in the ordinary course of business on usual and customary terms.

Other Opportunities Resulting From Employment

The acquisition by an employee or his/her immediate family members of an interest or other financial advantage in real estate, patent rights, securities, profit opportunity or other right or property which results from or is directly connected with his/her employment, shall be disclosed to the Company.

Reporting and Evaluating a Potential Conflict of Interest

If you believe that you have a potential conflict of interest situation, you should report it to your supervisor or your operating unit's Ethics Official. All reported potential conflicts of interest will be evaluated by the Company's Ethics and Environmental Policy Committee, which will determine whether a conflict of interest exists that is potentially damaging to the Company or is in violation of a law.

Equal Employment Opportunity, Anti-Harassment and Sexual Harassment

The Company is committed to a policy of equal employment opportunity so as to assure that there shall be no discrimination or harassment against an employee or applicant on the grounds of race, color, religion, sex, sexual orientation, age, disability, national origin, or any other factor made unlawful by applicable laws and regulations. This policy relates to all phases of employment including recruitment, hiring, placement, promotion, transfer, compensation, benefits, training, educational, social and recreational programs and the use of Company facilities. Sexual harassment is specifically prohibited. These policies cover all personnel actions in all job categories at all levels.

Political Payments

No funds or assets of the Company shall be used to aid any candidate or nominee for national, state or local political office or to aid any political parties or committees unless otherwise permitted by law and approved in advance by the Governmental/Public Affairs Department. These restrictions apply to payments for like activities in countries other than the United States unless the relevant laws allow such payments and they are approved in advance by the Governmental/Public Affairs Department. These prohibi-

tions cover direct contributions and indirect assistance such as the furnishing of goods, services or equipment to candidates, political parties or committees, or employee expense reimbursement for political activities. Employee contributions to approved Company political action committees are permissible as well as an employee's personal contribution or participation in the political process in accordance with applicable laws.

Proprietary Data

The Company's trade secrets and proprietary data are parts of the Company's valuable intellectual property. These include technical, financial, operating, marketing and administrative information in many forms. Protection of their confidentiality is vital. A Company employee shall not use such information for personal benefit or for the benefit of anyone other than the Company. Furthermore an employee shall not disclose or make public such information except with the authorization of the Ethics Official of the applicable operating unit. This restriction on disclosure to others applies to the Government and to prime contractors, subcontractors, and suppliers, as well as to the general public. Whether inside or outside the Company and its facilities, an employee shall take reasonable precautions to protect such information from inadvertent disclosure. The Company and its employees may from time to time receive or have access to trade secrets or proprietary data of a government agency, other corporations and others. Employees shall handle these in accordance with any agreements concerning their use or disclosure, and with the same care and under the same restrictions as if they were the Company's trade secrets or proprietary data. Furthermore, Company employees shall not disclose to other Company employees or use for the benefit of the Company trade secrets and proprietary data of their former employers.

Insider Information and Securities Trading

As a publicly traded company, Emerson is required to provide full and fair public disclosure on a timely basis of any activities that would materially affect the value of Emerson's stock, options or any of its other securities.

In the normal course of business, some employees may become aware of such activities before the activities become public knowledge. Until it is released to the public, this knowledge is considered "inside" information and shall be kept confidential.

Applicable securities laws are designed to protect the public by preventing anyone with inside information from unfairly exploiting this knowledge. Acting on inside information for personal gain or releasing it to anyone else prior to its public disclosure is in violation of law and Company policy.

The following guidelines are intended to help in complying with the rules regarding inside information:

- Inside information shall be shared only with persons inside or outside the Company whose responsibilities require them to have the information.
- The Company has standard procedures for the release of material information outside the Company. No such disclosure shall be made without following those procedures strictly.
- An employee shall not buy or sell Company stock, or other Company securities, or direct someone else to buy or sell on his/her behalf or on the behalf of other parties if he/she has knowledge of material inside information that has not been made public.
- An employee shall not trade in another company's stock, options or other securities on the basis of Company inside information or information learned in the course of their Company duties.

Antitrust/Competition Laws

Compliance with antitrust/competition laws and profitable operation of the Company are compatible objectives. Dealing fairly, equally, and openly with customers and suppliers, as well as competing aggressively and independently, are among the principles on which the Company has built its success. Failure to follow these laws may result in criminal penalties including jail sentences and/or fines and loss of employment.

Primary responsibility for compliance rests with each individual. The Company has issued from time to time antitrust policy statements and guides and encourages its employees to consult these documents.

Generally, an employee shall not enter into an understanding, agreement or plan, expressed or implied, formal or informal, written or oral, with a competitor in regard to prices, terms or conditions of sale or service, production, distribution, territories or customers. He/she shall not exchange or discuss with a competitor prices, terms or conditions of sale or service, or other competitive information, nor engage in other conduct that violates any of these laws. If an employee identifies what might be an antitrust/anticompetition problem, he/she should promptly notify the appropriate Company legal counsel.

Accounting Systems, Books and Records

Company policy is that its books and records will fairly and accurately reflect all transactions and the acquisition and disposition of assets in reasonable detail and will conform both to applicable legal requirements and to the Company's systems of internal controls. Books and records will be maintained in accordance with accounting principles generally accepted in the United States and other countries. No false, artificial or misleading statements or entries shall be made in Company books and records including, but not limited to, time cards, accounts and financial statements. No unrecorded off-the-books or "slush" funds or secret assets of any kind shall be maintained for any purpose whatsoever.

Coercion of Auditors

The integrity of the Company's audited financial statements is critical. No employee shall take any action to fraudulently influence, coerce, manipulate, or mislead the Company's independent public accountants engaged in the performance of an audit of the Company's financial statements for the purpose of rendering the resulting financial statements materially misleading.

Public Disclosure and Financial Reporting

Emerson is committed to making complete, timely and accurate public disclosures. The Company has a responsibility to communicate effectively and candidly with stockholders and other constituencies so that they have a realistic picture of the Company's financial condition and results of operations. The Company is committed to full, fair, accurate, timely and understandable disclosure in its periodic reports filed with the U.S. Securities and Exchange Commission and in its other public disclosures. These obligations apply to all employees with any responsibility for the preparation of such reports or public disclosures, including drafting, reviewing, signing or certifying the information included in such reports or public disclosures. Adherence to these obligations requires an environment of open and honest communication, integrity and full disclosure, while not compromising confidentiality and proprietary information. If any employee, including those not responsible for the preparation of such reports or other public disclosures, has concerns about any of the Company's systems of internal accounting and financial controls, the internal audit process and financial or other disclosures, he or she should communicate those concerns to his/her supervisor or the unit's Ethics Official. Any employee who is contacted by another employee expressing concerns about any of the foregoing must immediately report those concerns to his/her supervisor or the unit's Ethics Official. In the alternative, an employee may report such concerns, confidentially and anonymously, by calling the Company's "Ethics Compliance Hotline". The telephone number is posted at every Company location.

Employment of Current and Former Government Employees

In the United States, federal, state and local laws and regulations establish a number of requirements or restrictions on present and former government employees. An employee who formerly worked for the government, or who serves as a special government employee or a reservist on active duty, shall strictly comply with these rules. It is Company policy that discussions of possible future employment may not be held with a current U.S. government employee in violation of law. To the extent this restriction applies in other countries, the law will be strictly adhered to.

Gifts, etc. to Others

No gift (regardless of value) or other thing of value shall be given to an employee of a customer, vendor or other entity with the intent to influence corruptly that employee's conduct. Gifts, regardless of reason, are discouraged generally. Gifts are prohibited to U.S. federal, state or local government officials (unless of a nominal amount expressly authorized by Company policy pursuant to U.S. government regulation) and to foreign government officials (unless of a nominal amount expressly authorized by Company policy and in compliance with applicable U.S. and non-U.S. law).

International Business

Employees worldwide, irrespective of geographic location, must comply with U.S. and local laws/regulations, e.g., foreign exchange controls, custom duties, value added taxes, etc.

If there is any question as to a potential conflict between local laws/regulations and U.S. laws/regulations, Emerson's General Counsel should be immediately contacted, and no action is to be taken without such consultation.

Boycotts

U.S. companies are prohibited from participating in economic boycotts against friendly countries. Detailed and complex regulations have been adopted that prohibit the taking of any action that may support a boycott. The regulations prohibit the Company or any of its employees from refusing to do business with anyone based upon race, religion, sex or national origin and prohibit the Company or any of its employees from providing information concerning these matters to others.

The regulations require that certain requests to the Company or any of its employees to participate in a boycott be promptly reported to the U.S. government. Requests to participate in a boycott might be found in almost any type of business documents including contracts, requests to bid, letters of credit, purchase orders and questionnaires.

Employees shall carefully review such documents for boycott language, being particularly alert for words like “boycott”, “black-list” and provisions that prohibit the importation of goods from certain countries or that require that goods be shipped on vessels that are able to enter the ports of particular countries. If a document contains language that an employee believes may be boycott related, he/she shall immediately contact Company legal counsel.

Export Controls

The U.S. Export Administration Act, the Arms Export Control Act and several other Acts and implementing regulations under such statutes control U.S. exports of goods, services and technical data. It is the policy of Emerson to comply fully with applicable U.S. export control laws and regulations as well as applicable laws of other countries.

In particular, each employee involved in international sales should be aware of the various embargoes of exports to certain countries which are imposed by U.S. laws. These laws do apply to the Company’s U.S. operations and in many cases apply to the Company’s foreign subsidiaries. Failure to adhere to such laws could result in loss of

export trading rights for the company or one of its divisions or in criminal penalties for employees.

Foreign Corrupt Practices

No employee shall promise, offer or make any payments in money, products, or services, either directly or indirectly, to any foreign government employee in order to induce favorable business treatment or to affect governmental decisions in violation of the Foreign Corrupt Practices Act (“FCPA”) or other U.S. or foreign laws. The accounting practices of the Company shall be consistent with the requirements of the FCPA and related regulations.

Health, Safety and Environment

Emerson is committed to compliance with all federal, state and local laws and regulations that apply to its operations, including those concerning health, safety and environment anywhere in the world.

Employees will make every reasonable effort to ensure that the Company's products and places of business are safe for the public and its employees. A healthy and safe work place and environment is not just the responsibility of the Company or management, it also demands the attention of every employee.

Employees shall follow Company policies and directives relating to matters of health and safety and maintenance of environmental standards. Employees are expected to use common sense and good judgment in dealing with such matters.

Protection and Proper Use of Company Assets

Protecting company assets against loss, theft and misuse is the responsibility of every employee. Any suspected theft, fraud or inappropriate use of Company assets should be reported to an employee's supervisor or the unit's Ethics Official. Assets may only be used in accordance

with company policies. Assets may not be sold, loaned, given away or disposed of without proper authorization.

Ethical Standards in Government Contracting

The Company strives to excel as a responsible provider of products and services to the United States and other governments. Accordingly, no employee shall, in connection with any transaction with the United States or other governments, engage in conduct in violation of law or regulation or otherwise inconsistent with the standards of honesty and integrity necessary to achieve that objective. This includes, but is not limited to, providing scrupulous attention to the areas described below.

Sensitive Information

Government data and information shall not be solicited or accepted from any source, directly or indirectly, if there is reason to believe its release is unauthorized or if its transmission or receipt would be unlawful. In addition, sensitive, nonpublic data and information of competitors, such as bids or trade secrets, shall not be solicited or accepted from any source, directly or indirectly, if there is reason to believe its release is unauthorized or unlawful.

Consultants and Agents

Properly utilized consultants and agents may be able to assist the Company in achieving its legitimate business objectives. However, Company personnel must take steps to ensure that consultants and agents comply with relevant laws and regulations, Company policies and terms of their consulting or other agreements, including requirements concerning procurement information and conflicts of interest. Agreements with consultants or agents shall require such compliance by the consultant or agent.

Avoidance of Gifts, Gratuities, Etc. to Government Employees

No employee may, directly or indirectly, give, offer or promise anything of value (for example, entertainment or a gift) to any government officer or employee in a position to influence any government decisions with respect to the Company or its activities except in compliance with applicable law and of nominal value expressly authorized by Company policy.

Contract Performance Requirements

Government contracts are to be entered into and performed in good faith. Company products and services shall meet or exceed contractual specifications. An employee may not provide the government something different than what is specified or fail to adhere to testing requirements, unless prior governmental approval is obtained in writing.

Charging of Costs to Government Contracts

Contracts with governments are often priced and/or compensated, in one manner or another, on the basis of costs. In such an instance, only costs that are allowable and allocable to a contract under law and regulation may be billed to the government. Accuracy and consistency are required in the accumulation and allocation of such costs.

It is each employee's responsibility to charge accurately his/her time and other costs within his/her purview to the best of his/her knowledge and belief. Incorrect charging is a serious matter, is strictly prohibited and will result in investigation and possible disciplinary action.

Contract Negotiation

In the negotiation of most United States and foreign government contracts, subcontracts and modifications, cost and pricing data must be submitted to the government before agreement on price, and the contract must certify that data are current, accurate and complete.

It is Company policy to disclose all cost and pricing data that a reasonable buyer or seller would believe might significantly affect the price of a government contract or subcontract. Each Company employee bears individual responsibility to deal with the government fairly and to comply with disclosure requirements when proposing and negotiating government contracts and subcontracts.

Classified Documents

Pursuant to applicable laws and regulations, strict restrictions are imposed on the acceptance, protection and control of classified government documents (confidential, secret or top secret). Strict compliance with the law and Company policy will be required. A breach of security shall be immediately reported in an appropriate manner.

Other Requirements

Applicable law and regulations and the terms of government contracts may impose requirements for compliance with administrative and socio-economic programs, and on record keeping and record retention. In many instances, certifications of compliance with a particular program may be required. Each employee shall comply with such government contracting requirements and shall execute certificates only in good faith after diligent inquiry into underlying facts. Furthermore, each employee shall take care to ensure that all statements, communications and representations to government representatives are current, accurate and complete to the best of his/her knowledge and belief.

Ethics Policy Implementation

Emerson has a Corporate Governance and Nominating Committee of its Board of Directors, an Ethics and Environmental Policy Committee, and a Corporate Ethics Official. All operating units also have "Ethics Officials" designated to implement the Ethics Program. The unit's Ethics Official is also available for consultation on ethics issues or to answer any questions you may have about this Code.

Many other Corporate, Group or Division policies govern the ethical conduct of Company employees. Often these policies elaborate upon the general guidelines set forth in this Code. Employees shall make themselves aware of and comply with the applicable policies and procedures.

Employee Responsibility and Discipline

Each Company employee shall be responsible to conform his/her conduct strictly to this Code and any other applicable policies. Each employee will be provided a copy of this Ethics Handbook, and shall review it carefully in order to understand and to comply with this Code. The President of each operating unit is responsible for ensuring that all employees of his/her unit receive a copy of the Ethics Handbook. With respect to particular areas of conduct involving specific employees, further training and guidance will be provided as appropriate. In any instance where any employee requires guidance as to how to follow this Code, he/she should seek advice from his/her supervisor or the unit's Ethics Official.

If at any time a Company employee or agent has engaged in, is about to engage in, has been asked to engage in, or suspects others have engaged in, conduct that may violate this Code, then any employee having knowledge of the matter shall report it directly to his/her supervisor or the unit's Ethics Official. In the alternative, the employee may report such ethics concern or potential violation by calling the

Company's "Ethics Compliance Hotline". The telephone number is posted at every Company location. Calls to the Ethics Compliance Hotline can be made on an anonymous basis. *No matter how reported, there shall be no retaliation or harassment of employees who report possible violations.*

Each supervisor is responsible to oversee the conduct of each employee under his/her supervision and to ensure the employee's compliance with this Code. Any supervisor receiving a report from an employee of a possible ethics violation shall report it to the unit's Ethics Official or the Corporate Ethics Official, who shall take action as appropriate. Anyone violating this Code, whether occurring through individual misconduct, a failure to exercise adequate supervisory oversight, or a failure to report misconduct of others, shall be subject to appropriate disciplinary action. Serious misconduct may result in termination of employment.

Reporting Alternatives and Ethics Compliance Hotline

There are many alternatives available to employees to ask questions about or to report actual or perceived violations of the Emerson Code of Business Ethics. These alternatives are as follows:

- The immediate supervisor should be the primary resource in most instances.
- The next step should be to seek the advice of anyone in the department's chain of command. In other words, the "open door policy" should be used.
- A further alternative is the operating unit's Ethics Official at the division/location.

- The Corporate Ethics Official may be contacted if the person does not feel comfortable with anyone at the division/location.
- Finally, the Company “Ethics Compliance Hotline” can be used to report ethics concerns or violations or to report concerns regarding potential accounting or financial irregularities. All reports to the hotline can be anonymous if so requested. Your call will be received by an independent company and their report of the call will be sent to Emerson for investigation and response. Calls regarding accounting, internal accounting controls, or auditing matters will be reviewed by the Audit Committee of the Emerson Board of Directors.

Whatever the concern, there is an appropriate resource within the Company. Additionally, the Board of Directors of Emerson is committed to providing avenues through which such issues may be raised, reviewed and, in every possible instance, resolved.

No Retaliation

There shall be no retaliation or harassment of employees who report possible violations or other concerns. Any employee who engages in such retaliation or harassment will be subject to serious disciplinary action, including possible termination of employment.

Code of Conduct Acknowledgment

I have carefully read the Handbook, including the Emerson Code of Business Ethics. I understand and agree to comply with its purposes and provisions.

Signature of Employee

Employee Number

Typed or printed name of employee

Date

Name and address of unit

Please complete and return this acknowledgment form to the operating unit's Ethics Official with a copy to the Human Resource Unit to be included in employee's personnel file.

Directors Supplement to Emerson Code of Business Ethics

Applicability to Directors

All applicable provisions contained in the Emerson Code of Business Ethics apply to the Directors of the Company. The following special provisions shall also apply to Directors.

Reporting Procedures for Directors

If a Director has any questions regarding his or her responsibilities under the Code, or regarding the applicability of any provision of or compliance with the Code, he or she should address such matters with the Board of Directors or the Public Policy Committee. Similarly, Directors should report actual or perceived violations of the Code to the Board of Directors.

Evaluation and Waiver of Conflicts for Directors

In the event that an actual or potential conflict of interest exists regarding a Director, the Director shall immediately disclose all facts and circumstances related to the actual or potential conflict of interest to the Board of Directors. The Board of Directors may determine that there is not a conflict of interest, or waive the conflict of interest if it concludes that a conflict of interest is not damaging to the Company, does not violate any applicable laws and can be monitored effectively.

Prohibition of Loans

No loan or other extension of credit shall be made available by the Company, under any circumstances prohibited by law, to any member of Emerson's Board of Directors, nor may the Company arrange for any such loan or extension of credit.

Prohibition of Trading During Blackouts

No Director shall, directly or indirectly, purchase or sell, or otherwise acquire or transfer, Company equity securities during a "Blackout Period". A Blackout Period occurs when, for three consecutive business days, the purchase, sale or other acquisition or transfer of Company equity securities held under a Company benefit plan is temporarily suspended for at least 50% of the Company's U.S. employees who participate in such plans.

Waivers of the Code for Directors

Any waivers or material amendments of this Code that are applicable to Directors may only be made by the Board of Directors and will be promptly disclosed in accordance with applicable law, rule or regulation and any applicable New York Stock Exchange Listing Standards. It is Emerson's policy that, absent unusual circumstances, no waiver of the Code's applicability to any Director will be granted.

Executive Officers Supplement to Emerson Code of Business Ethics

Applicability to Executive Officers

All applicable provisions contained in the Emerson Code of Business Ethics apply to the executive officers (as defined in Section 16 of the Securities Exchange Act of 1934) of the Company. The following special provisions shall also apply to executive officers.

Reporting Procedures for Executive Officers

If an executive officer has any questions regarding his or her responsibilities under the Code, or regarding the applicability of any provision of or compliance with the Code, he or she should address such matters with the Board of Directors or the Public Policy Committee. Similarly, executive officers should report actual or perceived violations of the Code to the Board of Directors.

Evaluation and Waiver of Conflicts for Executive Officers

In the event that an actual or potential conflict of interest exists regarding an executive officer, the executive officer shall immediately disclose all facts and circumstances related to the actual or potential conflict of interest to the Company's Ethics and Environmental Policy Committee. The Committee may determine that there is not a conflict of interest. If the Committee determines there is a conflict, the Board of Directors will review the matter and decide, in their sole judgment, whether a conflict exists, and if so may waive the conflict if it concludes that the conflict is not damaging to the Company, does not violate any applicable laws and can be monitored effectively.

Prohibition of Loans

No loan or other extension of credit shall be made available by the Company, under any circumstances prohibited by law, to any executive officer of Emerson, nor may the Company arrange for any such loan or extension of credit.

Prohibition of Trading During Blackouts

No executive officer shall, directly or indirectly, purchase or sell, or otherwise acquire or transfer, Company equity securities during a "Blackout Period". A Blackout Period occurs when, for three consecutive business days, the purchase, sale or other acquisition or transfer of Company equity securities held under a Company benefit plan is temporarily suspended for at least 50% of the Company's U.S. employees who participate in such plans.

Waivers of the Code for Executive Officers

Any amendments or waivers of the Code for executive officers may only be made by the Board of Directors and will be promptly disclosed in accordance with applicable law, rule or regulation and any applicable New York Stock Exchange Listing Standards. It is Emerson's policy that, absent unusual circumstances, no waiver of the Code's applicability to any executive officer will be granted.