

**TRANSDIGM GROUP INCORPORATED
CODE OF BUSINESS CONDUCT AND ETHICS**

Revised April 20, 2007

A. Purpose

The purpose of this Code of Business Conduct and Ethics (this “Code”) is to ensure all employees, officers and members of the Board of Directors of TransDigm Group Incorporated (the “Company”) are aware of the Company’s values as set forth in this Code.

B. Responsibility

This Code governs the actions, interactions and working relationships of all employees, officers and directors of the Company and its subsidiaries.

C. Policy

The Company expects all its employees, officers and directors to conduct business legally and in full accordance with this Code. This Code provides certain guidance in recognizing and dealing with certain legal and ethical issues. It also provides mechanisms to report unethical conduct. If a law conflicts with a policy in this Code, you must comply with the law. If you have questions about these conflicts, you should ask your supervisor.

D. Conflicts of Interest

Employees, officers and directors must avoid engaging in any activity that creates a conflict of interest. A conflict of interest occurs when an employee, officer or director is, for any reason, in a position that his or her conduct could be or appear to be influenced by some factor other than concern solely for the best interests of the Company. Such factors include receiving gifts from someone working for a supplier, customer or competitor, or having a significant financial or other interest in any such business by either the employee, an officer or a director, or a member of his or her family. However, in no event will any of the foregoing prevent any entity or other business venture in which any employee, officer or director holds a 10% or less ownership interest from engaging in any such activities and in no event does this paragraph apply to a legitimate dispute between the Company and an employee, officer or director relating to such person’s employment.

In addition, there are certain limited situations in which you may accept a personal benefit from someone with whom you transact business, such as:

- Accepting a gift in recognition of a commonly recognized event or occasion (such as a promotion, new job, wedding, retirement or holiday). An award in recognition of service and accomplishment may also be accepted without violating these guidelines so long as the gift does not exceed \$500 from any one individual in any calendar year;

- Accepting something of value if the benefit is available to the general public under the same conditions on which it is available to you; or
- Accepting meals, refreshments, travel arrangements and accommodations and entertainment of reasonable value in the course of a meeting or other occasion to conduct business or foster business relations if the expense would be reimbursed by the Company as a business expense if the other party did not pay for it.

In case of doubt, you should ask your supervisor.

E. Protection and Proper Use the Company's Assets

Employees, officers and directors should protect the Company's assets and ensure their efficient use. Unless specifically authorized, all assets of the Company should be used for legitimate Company business purposes only.

F. Corporate Opportunities

Employees, officers and directors are prohibited from: 1) taking for themselves personally opportunities that properly belong to the Company or are discovered through the use of corporate property, information or position; 2) using corporate property, information or position for personal gain; and/or 3) competing with the Company. Employees, officers and directors owe a duty to the Company to advance the Company's legitimate interests when the opportunity to do so arises. However, in no event will any of the foregoing prevent any entity or other business venture in which any employee, officer or director holds a 10% or less ownership interest from competing with the Company.

G. Compliance with All Applicable Laws, Rules and Regulations

It is the Company's policy to comply with all applicable local, national and international laws, rules and regulations. Violations of these laws can be extremely costly to the Company and subject the Company or the employee, officer or director to criminal or civil penalties. You should familiarize yourself with the laws and regulations that apply in the areas of your responsibilities. Certain laws demand the special attention of all employees, officers and directors. These include:

- ENVIRONMENTAL, HEALTH AND SAFETY LAWS - These laws specify standards and procedures that should be followed to protect the well-being of employees and the public. For example, if you work in an area where toxic materials are handled, you should be familiar with applicable environmental regulations.
- SECURITIES LAWS - These laws require that accurate information be given to the public and prohibit employees, officers and directors from misusing information that is not available to the public. Employees, officers and directors shall endeavor to provide information that is full, fair, accurate, timely and understandable in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission as well as other public filings or communications made by the Company. It

is a violation of both criminal and civil laws for any employee, officer or director to engage in any securities trading while in possession of material non-public information. All such information should be kept strictly confidential.

- **EMPLOYMENT LAWS** – The Company is committed to equal employment opportunity and fair treatment for employees commencing with hiring and continuing through all aspects of the employment relationship.
- **ANTITRUST LAWS** - Although this is a complex area, as a general rule, most forms of agreement or understanding with competitors, as well as various types of price discrimination between competing customers, are unlawful. If your activities cause you to confront these issues, you should familiarize yourself with the antitrust laws and seek guidance on such issues from the Company’s management.
- **INTERNATIONAL ACTIVITIES LAWS** - If you are involved in international trade, you should be familiar with a range of export-import controls, customs duties, child labor laws, and the Anti-Boycott and Foreign Corrupt Practices Acts.
- **SOFTWARE LICENSING AND COPYRIGHT LAWS** - These laws prohibit the copying of licensed software packages, except for backup and archival purposes, without the specific authorization of the product's developer.

H. Fair Dealing

Each employee, officer and director is expected to deal fairly with the Company’s customers, suppliers, competitors, and employees.

I. Confidentiality

Employees, officers and directors must maintain the confidentiality of proprietary or confidential information, including trade secrets, entrusted to them by the Company or its suppliers or customers, except when disclosure is authorized by the Company’s Chief Executive Officer, President or Chief Financial Officer or required by laws, regulations or legal proceedings, or when required in the course of doing their jobs. Confidential information includes all non-public information that might be of use to competitors of the Company or harmful to the Company or its customers if disclosed. The obligation to keep information confidential continues even after your employment ends.

J. Reporting of Any Illegal or Unethical Behavior

If you become aware of any proposed or actual transaction or situation that you believe may be in conflict with this Code, tell your supervisor immediately. There will be NO RETALIATION against anyone who complains or provides information in good faith. If you need additional help in resolving a conflict, please call your division President first, then, if needed, call the Company’s Chief Financial Officer, President or Chief Executive Officer.

If you have concerns or complaints regarding questionable accounting or auditing matters of the Company, you are encouraged to speak with your manager or division President, or the Company's Chief Financial Officer.

Subject to duties arising under applicable law, regulations and legal proceedings, and to the extent practical without impeding any investigation, all such submissions will be treated as confidential.

K. Implementation

Any question you may have regarding this Code should be brought to the attention of your manager or division President, or the Company's Chief Financial Officer.

In some situations, it is difficult to know if a particular course of action will result in a violation of this Code. Because the Company cannot anticipate every situation that will arise, the Company has a process to approach a question or problem raised by a particular set of circumstances. When in doubt ask yourself:

- Will my actions be ethical, fully comply with the law, and fully comply with the Company's policies?
- Will my actions have the appearance of impropriety?
- Am I trying to fool anyone, including myself, as to the propriety of my actions?
- If my activities were reported in the press, would I be embarrassing myself or colleagues?

If you are uncomfortable with your answer to any of the above, you should not take the contemplated actions without first discussing them with your local management. If you are still uncomfortable, please follow the steps outlined above in the Section "Reporting of Any Illegal or Unethical Behavior."

Any employee who ignores or violates this Code, and any manager who penalizes a subordinate for trying to follow this Code, will be subject to corrective action, which may include immediate dismissal. However, it is not the threat of discipline that should govern your actions. We hope that you share the Company's belief that a dedicated commitment to ethical behavior is the right thing to do, is good business, and is the surest way for the Company to remain a highly successful company.

Waivers of this Code for executive officers or directors may only be made by the Company's Board of Directors or by a Board committee and will be promptly disclosed to stockholders as required by law or stock exchange regulation or rule.