

PALM HARBOR HOMES – CODE OF CONDUCT FOR MANAGERS

Palm Harbor Homes is widely respected as an ethical enterprise worthy of the trust placed in it by its employees, shareholders, customers, suppliers, and citizens of the communities where we conduct business. Palm Harbor Managers hold an important and elevated role in corporate governance. The Company's Managers have both the responsibility and the authority to protect, balance, and preserve the interests of all of the Company's stakeholders. Managers are expected to follow the code of conduct described below.

1) Honest and Ethical Conduct

Palm Harbor expects managers to exhibit and promote the highest standards of honest and ethical conduct through the operation of policies and procedures that:

- Encourage and reward professional integrity in all aspects of Company's financial resources without fear of retaliation.
- Prohibit and eliminate the appearance or occurrence of conflicts between what is in the best interest of the Company and what could result in material personal gain for an individual. This includes:
 - Performing services for or having an economic interest in any business that competes with Palm Harbor or provides goods or services to Palm Harbor.
 - Sharing information about Palm Harbor and its operations, products and personnel which you have reason to believe is not publicly known or which Palm Harbor seeks to protect as confidential or proprietary. This information should be treated confidentially and not disclosed to competitors, friends, family or others, including fellow associates without a "need to know."
 - Buying or selling Palm Harbor securities when you have material information concerning Palm Harbor not publicly known. Do not disclose such information to others.
- Demonstrate personal support for Company policies and procedures through periodic communication reinforcing these ethical standards throughout the organization.
- Encourage employees to inform senior management of deviations in practice from policies and procedures governing honest and ethical behavior

2) Financial Records and Periodic Reports

Managers will do whatever it takes to personally ensure that:

- Business transactions are properly authorized and completely and accurately recorded on the Company's books and records in accordance with Generally Accepted Accounting Principles (GAAP) and established Company procedures.
- The retention or proper disposal of Company records is in accordance with established Company financial policies and applicable legal and regulatory requirements.
- Periodic financial communications and reports are delivered in a manner that facilitates the highest degree of clarity of content and meaning so that readers and users will quickly and accurately determine their significance and consequence.

3) Compliance with Applicable Laws, Rules and Regulations

Managers will do whatever it takes to maintain mechanisms to:

- Educate members of the Company about any federal, state or local statute, regulation or administrative procedure that affects the operation of Company finance and the Company generally.
- Identify, report and correct in a swift and certain manner, any detected deviations from applicable federal, state or local statute or regulation.

Violation of the Code of Conduct may subject the Managers to censure, suspension, demotion, or termination.

I ACKNOWLEDGE THAT I READ AND UNDERSTAND THIS CODE OF CONDUCT.

Print Name

Signature

Date