

*LESTER AND ROSALIE ANIXTER CENTER
CONFLICT OF INTEREST POLICY*

General Statement

Employees, committee members, Board Members or agent(s) hired by ANIXTER CENTER have a legal duty to act in the best interests of ANIXTER CENTER in order to further the interests of ANIXTER CENTER rather than the individual's own interest or the interests of any other party. The Board of Directors has established this Conflict of Interest Policy to assure that the affairs of ANIXTER CENTER are managed in an ethical manner free from the temptations for personal gain which conflicting interest may provide. The purpose of this Conflict of Interest Policy is to provide safeguards to prevent employees, contractors, agents, officers, committee members and members of the Board of Directors of ANIXTER CENTER from using their positions for purposes that are, or give the appearance of being, motivated by a desire for private financial gain for themselves or others such as those with whom they have family, business or other ties.

Conflict of Interest

A conflict of interest exists when a Board Member, officer, committee member, employee or agent hired by ANIXTER CENTER is in a position to influence a decision that may result in a personal gain for the individual, or for a relative of the individual. Personal gain includes not only personal and pecuniary advantage but also situations in which there are duality or diversity of interests between ANIXTER CENTER and another organization with which the Board Member, officer, committee member, employee,

relative or agent hired by Anixter Center also is associated. In these situations, it is typically not enough for an individual to be aware of the conflict and to attempt to act in ANIXTER CENTER's best interest despite the conflict. ANIXTER CENTER requires full disclosure of conflicts of interest consistent with this Policy. In order to facilitate full disclosure, ANIXTER CENTER requires Board Members, committee members, officers, employees and entity/agent hired by Anixter Center to complete a Disclosure Form. Completion of a Disclosure Form does not relieve individuals of the obligation to comply with this Conflict of Interest Policy with regard to conflicts that occur after the filing of the Disclosure

For serious, visible, continuing or pervasive conflicts, an individual may be required to withdraw from his or her position with ANIXTER CENTER or from the outside position that causes the conflict.

Conflict of Interest Policy

1. Financial and Business Interests

No Board Member, committee member, officer, employee or agent hired to perform work on behalf of Anixter Center, shall have a direct or indirect financial interest in, or receive any compensation or other benefits as a result of, transactions between any individual or business firm:

- (a) From which ANIXTER CENTER purchases supplies, materials or property;
- (b) Which renders any service to ANIXTER CENTER, including the

leasing of office space;

(c) To which ANIXTER CENTER provides any services or materials; or

(d) Which has any other contractual relations or business dealings with

ANIXTER CENTER, except with the prior written approval of the

President and CEO upon complete disclosure of the facts. (The financial

interests mentioned above do not include interests in corporations listed on

a national stock exchange or traded over the counter, providing the

financial interest is less than one percent of the corporation's outstanding

shares.)

No employee, consultant, officer, committee member, member of the Board of Directors or agent hired by Anxiter Center may participate in the selection, award, or administration of a contract or grant in which federal funds are used, in which he/she or his/her immediate family or partner has a financial interest or with whom he/she is negotiating or has any arrangement concerning prospective employment. If an employee, consultant, committee member, officer, member of the Board of Directors or entity hired by Anixter Center believes that he/she, a member of his/her immediate family or partner has a financial interest in a federally-funded contract or grant of ANIXTER CENTER, he/she must immediately disclose this information in writing to the President and CEO. Disclosures by members of the Board of Directors must also be made to the Chairman of the Board of Directors (and if it is the Chairman who has such a financial interest, he or she must make disclosure to the Vice Chairman).

No member of the Board of Directors may vote on any matter which may directly or indirectly result in financial gain to that member, or which may conflict with that member's obligations to another organization's Board of Directors or to his/her employer. Provided that the member of the Board of Directors has first disclosed a conflict or potential conflict, and abstains from voting in that regard, he/she may participate in discussions relating to that matter.

ANIXTER CENTER requires that all employees, officers, committee members, members of the Board of Directors or agent hired by Anixter Center, disclose in writing (and update at least annually) all business and family relationships which actually or might potentially create a conflict of interest or an appearance of a conflict of interest and to provide any statement suggesting how such conflict could be avoided or mitigated.

Limitations on Employment with the Corporation

No Board member of the organization is eligible to become an employee of ANIXTER CENTER for at least one year after completing service as a Board Member. No Board member shall be a spouse, child, parent, brother or sister, by blood or marriage, of an employee of ANIXTER CENTER.

Violations

Violations of ANIXTER CENTER's Conflict of Interest policy must be reported promptly to the President and CEO. If the President and CEO has violated the standards, notice must be given to the Chairman of the Board of Directors. The Executive

Committee is vested with the authority to enforce these conflict of interest policies.

Employees, contractors or agents who violate these standards may, depending on the severity of the violation, be subject to oral admonishment, written reprimand, reassignment, demotion, suspension or separation. Officers, committee members and members of the Board of Directors who violate these standards may, depending on the severity of the violation, be subject to oral admonishment or removal from the Board and/or committee. Notwithstanding any other penalty, ANIXTER CENTER shall have the right to pursue appropriate legal remedies against any individual who violates this Conflict of Interest Policy, including attorneys' fees and costs, and other consequential damages.

Exhibit A

DISCLOSURE CONCERNING CONFLICT OF INTEREST

As a Board member, committee member, officer, employee or agent of the ANIXTER CENTER, I understand that I owe certain duties to ANIXTER CENTER including, but not limited to, the duty of loyalty to ANIXTER CENTER. I understand that one aspect of fulfilling my duties to ANIXTER CENTER is to avoid conflicts of interest in which my allegiance might be split between a position of responsibility with ANIXTER CENTER, and another professional, personal, business, or volunteer position or responsibility. To help avoid actual or potential conflicts of interest, I am disclosing other responsibilities and situations in which I have, or may have, a conflict with regard to my duties to ANIXTER CENTER, including those which may give the appearance that I have conflicting duties to another organization. I invite any further inquiry by ANIXTER CENTER that it deems appropriate.

I have read the ANIXTER CENTER Conflict of Interest Policy and agree to comply with the terms of the policy. I agree to supplement this Disclosure Form in the event an additional conflict, or potential conflict, arises, but in no event less than annually.

1. Professional, business, or volunteer positions that might give rise to conflicts:

2. Situations in which I am serving as a vendor, or am employed by or consulting with a vendor, to the association or its members:

3. I know of no professional, business, or volunteer position or responsibility, including vendor situations, that might give rise to conflicts (check here): _____

Signature

Date

Position with organization