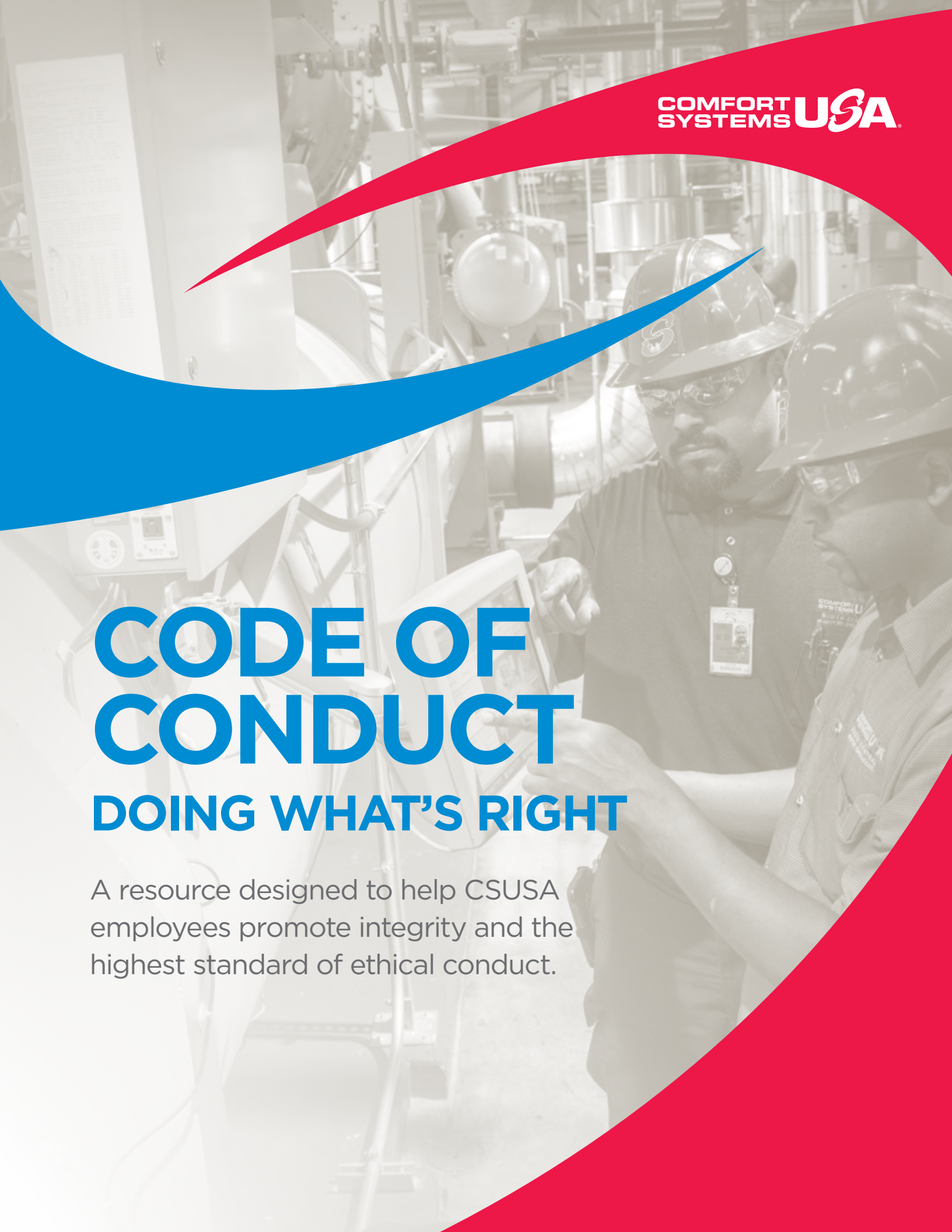


COMFORT SYSTEMS USA

CODE OF CONDUCT

DOING WHAT'S RIGHT

A resource designed to help CSUSA employees promote integrity and the highest standard of ethical conduct.

Table of Contents

Message from CEO 4
Our Vision Mission and Values 5

SECTION 1

OUR CODE

Purpose and Overview 6
Complying With Laws and Regulations 6
Who Must Follow This Code 7
Employee Responsibilities 8
Additional Responsibilities of Supervisors 9
Making the Right Choice
Our Guidelines for Ethical Decision-Making 10

SECTION 2

PROMOTING A SAFE AND RESPECTFUL WORKPLACE

Diversity, Equal Opportunity and Non-discrimination 11
Harassment-free Workplace 12
Health and Safety 14
Alcohol and Substance Abuse 15
Workplace Violence 15

SECTION 3

WORKING WITH OTHER EMPLOYEES, CUSTOMERS AND BUSINESS PARTNERS

Government Contracting 16
Supplier Relations 16
Human Rights 16
Protecting the Confidential Information of Others 17
Respect for Patent Privacy 18
Conflicts of Interest 18
Romance in the Workplace 20
Nepotism Guidelines 20
Gifts and Entertainment 20

SECTION 4

PROTECTING INFORMATION AND ASSETS

Accurate Recordkeeping 22
Special Ethical Obligations for Employees with Financial Reporting Responsibilities 24
Anti-money Laundering 25
Anti-corruption and Bribery 25
Our Company Assets 26
Physical Assets 26
Electronic Assets 26
Our Confidential Information and Intellectual Property 27
Acquiring Competitive Intelligence 30
Communicating with the Public 31
Social Media 31

SECTION 5

FOLLOWING THE LETTER AND SPIRIT OF THE LAW

Cooperating with Investigations and Audits 32
Data Privacy 32
Political Activities 33
Insider Trading 34
Antitrust and Fair Competition 36
Trade Associations and Relations with Industry Members 38
Acquisitions 39
Compliance with Other Legal and Regulatory Requirements 39

SECTION 6

SERVING THE GREATER GOOD

Corporate Citizenship 40
The Environment 40
Refrigerants, Storage, and Disposition 41

SECTION 7

COMPLIANCE AND ENFORCEMENT PROCEDURES

Compliance Committee 42
Asking Questions and Reporting Concerns: Enforcement 43
Confidential Communications: No Retaliation 45
Review and Familiarity with this Code 45
Certificate of Compliance 46
Changes and Additions to this Code 46
Waivers 47
Annual Review and Reports 47

Acknowledgment Form 48
Resources 49

A message from our CEO

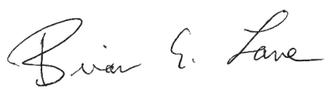


Every day, customers turn to us because of our technical expertise and our reputation for building, servicing, and retrofitting their systems. Our Code of Conduct is an important resource in that respect. It helps us understand what our Company stands for, and it provides us with the information we need to work with integrity and in compliance with applicable laws and regulations.

Please read this document thoroughly – it is essential that each of us clearly understands our responsibility to conduct ourselves in accordance with the law and the highest ethical standards. Our Code of Conduct applies to all of us at Comfort, no matter what position we hold or where we work. Refer to it often, as it can lead you through situations you might face every day. Although it cannot address every situation you may face on the job, it will provide you with the information you need to do the right thing, and it will direct you to people and policies for guidance, when the right path is not clear.

I also urge you to speak up if you see or suspect a violation of our Code. Remember, our actions define how the world views our Company and the good work that we do.

Thank you for doing your part to keep Comfort a great—and ethical—Company.



Brian Lane
Chief Executive Officer

Our Vision, Mission and Values

Our Vision

To become the nation's premier HVAC and mechanical systems installation and services provider.

Our Mission

To provide the best value HVAC and mechanical systems installation and service, principally in the mid-market commercial industrial and institutional sectors, while caring for our customers, employees, and the environment and realizing superior returns for our stockholders.

Our Values

We define, inform, and guide the way we operate on a daily basis, both within the Company and in the communities where we do business...

Be Safe
Be Honest
Be Respectful
Be Innovative
Be Collaborative

SECTION 1 |

Our Code



Purpose and Overview

We believe that the way we conduct business is just as important as the business we do.

Operating with integrity helps us deliver on the promises we have made to each other, our customers, and the communities where we live and work. It is also the basis for ensuring continued growth and success. Everyone at Comfort Systems USA, Inc. ("Comfort" or the "Company") shares a responsibility for doing business ethically and preserving our good name.

By doing the right thing, you not only help us provide great services and solutions—you also help us build trusted partnerships with our customers and other business partners.

Our Code of Conduct, formerly known as our Compliance Policy, ("Code") is a resource designed to help us:

- Promote integrity and the highest standard of ethical conduct.
- Comply with applicable laws, regulations, and Company policies.
- Avoid even the appearance of anything improper in connection with our business activities.

Complying With Laws and Regulations

Comfort is committed to compliance with all laws, rules, and regulations that apply to our business. In addition to our Code, Comfort also has other resources that can be of help to you. These additional resources are listed throughout the Code. As always, we rely on you to use good judgment and to seek help when you need it.

We operate in multiple jurisdictions, so it is important to be aware of different laws that may apply. While we respect the norms of our customers, business partners, and coworkers throughout the country, all employees must, at a minimum, comply with the standards and principles in this Code. If any provision of our Code conflicts with a local law or requirement, you should seek guidance from the Compliance Committee or the Company's Office of the General Counsel. Contact information for the Compliance Committee and the Office of the General Counsel is available on the last page of this Code, under "Resources."

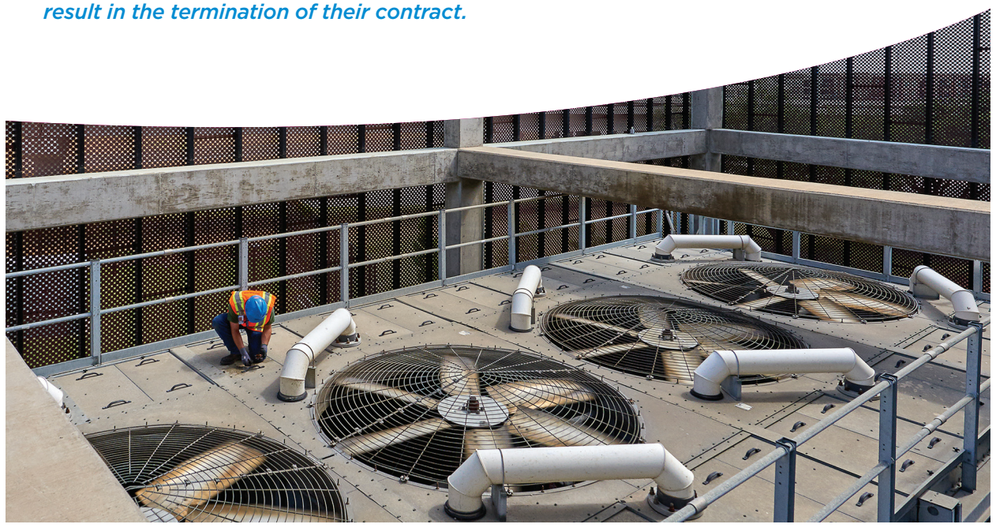
This Code does not describe all applicable laws or statutes, but rather is intended to set forth a course of conduct designed to ensure we do not engage in any activity that violates law or appropriate ethical standards. Although the standards and procedures outlined do not cover every situation, they should provide a framework for defining appropriate standards of conduct of all directors, employees and agents of Comfort. Although it is our policy that every director and employee should be familiar with the legal and regulatory requirements applicable to their respective areas of responsibility and to know enough to determine when to seek advice from appropriate personnel, directors and employees are not expected to become expert in every legal and regulatory requirement. If there is ever a question, directors or employees should contact, as appropriate, their supervisor, the Compliance Committee members or the Office of the General Counsel for guidance.

Who Must Follow This Code

All employees of Comfort and its operating company subsidiaries, including corporate officers and members of our Board of Directors, are required to read, understand, and meet the standards and obligations in this Code.

Certain business partners, such as consultants, agents, suppliers, contractors, and other third parties, serve as an extension of Comfort. They are expected to follow the spirit of our Code, all applicable laws, as well as any applicable contractual provisions, when working on our behalf.

If you supervise our business partners or temporary employees, you are responsible for communicating our standards and ensuring that they are understood. If an external business partner fails to meet our ethics and compliance expectations or their related contractual obligations, it may result in the termination of their contract.



Employee Responsibilities

Each of us must take responsibility for acting with integrity, even when this means making difficult choices. Comfort relies on you to:

- **Conduct business in a professional, honest, and ethical manner** when acting on behalf of our Company.
- **Know and comply with our Code and our policies.** Pay particular attention to the topics that apply to your specific job responsibilities.
- **Complete all required employee training** in a timely manner and keep up-to-date on current standards and expectations.
- **Report concerns** about possible violations of the law, our Code, or our policies to your supervisor, an executive, or any of the resources listed in this Code.
- **Cooperate and tell the truth** when responding to an investigation or audit, and never alter or destroy records in response to an investigation or when an investigation is anticipated.

Remember: No reason, including the desire to meet business or financial goals, should ever be an excuse for violating the law, our Code, or our policies.



Q&A

I am a supervisor, and I am not clear what my obligations are if someone comes to me with an accusation – and what if it involves a senior leader?

No matter who the allegation involves, you must report it. Comfort provides several avenues for reporting concerns. If, for any reason, you are uncomfortable making a report to a particular person, you may talk to any of the other resources listed in the Code or another member of management.

Additional Responsibilities of Supervisors

Comfort supervisors are expected to meet the following additional responsibilities:

- **Lead by example.** As a leader, you are expected to exemplify high standards of ethical business conduct.
- **Promote respect and dignity.** Help create a work environment that values every individual and fosters open communication.
- **Be a resource for others**. Be available to communicate with employees and other business partners about how our Code and our policies apply to their daily work.
- **Be proactive.** Look for opportunities to discuss and address ethics and challenging situations with others.
- **Respond quickly and effectively**. When a concern is brought to your attention, make sure that it is treated seriously and with due respect for everyone involved.
- **Be aware of the limits of your authority.** Do not take any action that exceeds your authority. If you are ever unsure of what is appropriate (and what is not), discuss the matter with your supervisor.
- **Delegate responsibly.** Never delegate authority to any individual whom you believe may engage in unlawful conduct or unethical activities.

Q&A

I observed misconduct in an area not under my supervision. Am I still required to report the issue?

All Comfort employees are required to report misconduct, but you are chiefly responsible for employees and other third parties under your supervision. As a leader, we look to you to be proactive. The best approach would be to talk first with the supervisor who oversees the area where the problem is occurring, but if this is not feasible or effective, you should use the other resources described in our Code.

Making the Right Choice – Our Guidelines for Ethical Decision-Making

Making the right decision is not always easy. There may be times when you will be under pressure or unsure of what to do. Always remember that when you have a tough choice to make, you are not alone. There are resources available to help you.

FACING A DIFFICULT DECISION?

It may help to ask yourself:

- Is it legal?
- Is it consistent with our Code and our Vision, Mission, and Values?
- Would I feel comfortable if my supervisor and others within Comfort knew about it?
- Would I feel comfortable if my decision or my actions were made public?

If the answer to all of these questions is "yes," the decision to move forward is probably OK, but if the answer to any question is "no" or "I'm not sure," stop and seek guidance.

One More Thing...

We value your feedback. If you have suggestions for ways to enhance our Code, our policies, or our resources to better address a particular issue you have encountered, bring them forward. Promoting an ethical Comfort is a responsibility we all share.

SECTION 2

Promoting a Safe and Respectful Workplace



Diversity, Equal Opportunity, and Non-discrimination

Comfort brings together employees with a wide variety of backgrounds, skills, and cultures to create diverse teams that drive our results.

We support laws prohibiting discrimination based on protected characteristics such as a person's race, color, gender, gender identity, national origin, age, religion, disability, veteran status, marital status, or sexual orientation, and we judge colleagues, job applicants, and business partners based on their qualifications, demonstrated skills, and achievements.

Further information about our employment policies can be found in the Company's applicable employee handbooks and compliance with all Comfort employment policies –whether reflected in a Company handbook or not—is hereby expressly incorporated into this Code.

Make Sure You

- Treat others respectfully and professionally.
- Promote diversity in hiring and other employment decisions.
- Do not discriminate against others based on any characteristic protected by law or Company policy.

Watch Out For

- Comments, jokes, gestures or materials, including emails, which others might consider offensive.
- Inappropriate bias when judging others. If you supervise others, make assessments of them based on performance. Avoid introducing unrelated considerations into your decisions. Use objective, quantifiable standards.

Q&A

One of my coworkers sends emails containing jokes and insulting comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?

For assistance, you should notify your supervisor, the head of your operating company or division, the Helpline, or any of the contacts listed under "Resources" on the last page of this Code. Sending these kinds of jokes violates our values as well as our policies that relate to the use of email and our standards on diversity, harassment, and discrimination. By doing nothing, you are condoning discrimination and tolerating beliefs that can seriously erode the team environment that we have all worked so hard to create.

Harassment-free Workplace

As an organization, showing respect to everyone is an essential core value. We all have the right to work in an environment that is free from intimidation, harassment, and abuse.

Verbal or physical conduct by any employee that harasses another, disrupts another's work performance, or creates an intimidating, offensive, abusive, or hostile work environment is prohibited.

Make Sure You

- Speak out when a coworker's conduct makes others uncomfortable.
- Never tolerate sexual harassment including requests for sexual favors or other unwelcome verbal or physical conduct of a sexual nature.
- Demonstrate professionalism. Do not visit inappropriate internet sites or display sexually explicit or offensive pictures.
- Promote a positive attitude toward policies designed to build a safe, ethical, and professional Comfort.
- Report all incidents of harassment and intimidation that may compromise our ability to work together and be productive.

Watch Out For

- Unwelcome remarks, gestures, or physical contact.
- The display of sexually explicit or offensive pictures or other materials.
- Sexual or offensive jokes or comments (explicit or by innuendo) and leering.
- Verbal abuse, threats, or taunting.
- Threatening remarks, obscene phone calls, stalking, or any other form of harassment.

SEXUAL HARASSMENT

A common form of harassment is sexual harassment, which in general occurs when:

- Actions that are unwelcome are made a condition of employment or used as the basis for employment decisions such as a request for a date, a sexual favor, or other similar conduct of a sexual nature.
- An intimidating, offensive, or hostile work environment is created by unwelcome sexual advances, insulting jokes, or other offensive verbal or physical behavior of a sexual nature.

Q&A

While on a business trip, a coworker repeatedly asked me out for drinks and made comments about my appearance that made me uncomfortable. I asked my coworker to stop, but my coworker would not. We were not in the office and it was after regular working hours, so I was not sure what I should do. Is it harassment?

Yes, it is. This type of conduct is not tolerated, not only during working hours but also in all work-related situations, including business trips. Tell your coworker such actions are inappropriate and must be stopped, and if they continue, report the problem.

Health and Safety

Ensuring safety is an integral part of everything we do. Each of us is responsible for acting in a way that protects others and ourselves.

We can only achieve our goal of a safe and healthy workplace through the active participation and support of everyone. Situations that may pose a health, safety, or environmental hazard should be reported immediately. All reports can be made without fear of negative repercussions.

Safety is a condition of employment, and we expect the commitment of each director, officer, and employee to make Comfort an accident-free workplace. In addition, Comfort is subject to the requirements of numerous federal, state and local laws, regulations and rules which promote the protection of health and safety. It is our policy to comply with both the letter and the purposes of all health and safety laws and regulations. Although every employee is not expected to be an expert in every health and safety requirement, employees are expected to understand those requirements that apply to their area of responsibility and to seek advice whenever they face an issue raising possible health and safety concerns.

Make Sure You

- Observe the safety, security, and health rules and practices that apply to your job.
- Notify your supervisor immediately about any unsafe equipment, or any situation that could pose a threat to health or safety or damage the environment. As an employee, you have the right and the responsibility to stop any work if you feel your safety is at risk.
- Maintain a neat, safe working environment by keeping workstations, aisles, and other workspaces free from obstacles, wires, and other potential hazards.

Watch Out For

- Unsafe practices or work conditions.
- Carelessness in enforcing security standards, such as facility entry procedures and password protocols.

ALCOHOL AND SUBSTANCE ABUSE

While at work or on Company business:

- You should always be ready to carry out your work duties – never impaired.
- Do not use, possess, or be under the influence of illegal drugs or any substance that could interfere with a safe and effective work environment or harm our Company's reputation.

Q&A

I have noticed some practices in my area that do not seem safe. Who can I speak to? I am new here and do not want to be considered a troublemaker.

Discuss your concerns with your supervisor, the head of your operating company or division, the Helpline, or any of the contacts listed under "Resources" on the last page of this Code. There may be very good reasons for the practices, but it's important to remember that raising a concern about safety makes you a responsible employee concerned about the safety of others, not a troublemaker.

WORKPLACE VIOLENCE

Violence of any kind has no place at Comfort. We will not tolerate:

- Intimidating, threatening, or hostile behavior.
- Causing physical injury to another.
- Acts of vandalism, arson, sabotage, or other criminal activities.
- The carrying of weapons onto Company property unless you are authorized to do so.
- Intentionally damaging someone else's property or acting aggressively in a manner that causes someone else to fear injury.
- Threatening, intimidating, or coercing others on or off the premises – at any time, for any purpose.

SECTION 3

Working with Other Employees, Customers and Business Partners



Government Contracting

We are committed to meeting the many special legal, regulatory, and contractual requirements that apply to our government-related work. These requirements may apply to bidding, accounting, invoicing, subcontracting, employment practices, contract performance, gifts and entertainment, and other matters.

In addition, Comfort may be legally obligated to impose those requirements on any agents or subcontractors we bring in to help with the work. You must always make sure you know whether you are dealing with a government-related entity. This is not always obvious. Businesses such as airlines, oil companies, and telecommunications providers may be owned or controlled by a government, in whole or in part, and subject to special rules. When in doubt, discuss the situation with your supervisor, the head of your operating company or division, or any of the contacts listed under “Resources” on the last page of this Code.

Supplier Relations

Comfort evaluates and engages with qualified suppliers (including vendors) on an objective basis grounded in fairness. When selecting suppliers, we assess each supplier’s ability to satisfy our business and technical needs and requirements. We also make purchasing decisions based on the long-term cost and benefit to Comfort. All agreements are negotiated in good faith and must be fair and reasonable for both parties.

Human Rights

It is our commitment and policy to conduct our business in a manner that respects the human rights and dignity of all, and we support international efforts to promote and protect human rights, including the United Nations Universal Declaration of Human Rights. We have an absolute opposition to slavery and human trafficking. This policy applies to all of our operations regardless of geographic location.

Each of us can help support efforts to eliminate abuses such as child labor, slavery, human trafficking, and forced labor.

Make Sure You

- Report any suspicion or evidence of human rights abuses in our operations or in the operations of our suppliers.
- Remember that respect for human dignity begins with our daily interactions with one another and with our suppliers and customers. It includes promoting diversity, accommodating disabilities, and doing our part to protect the rights and dignity of everyone with whom we do business.

Protecting the Confidential Information of Others

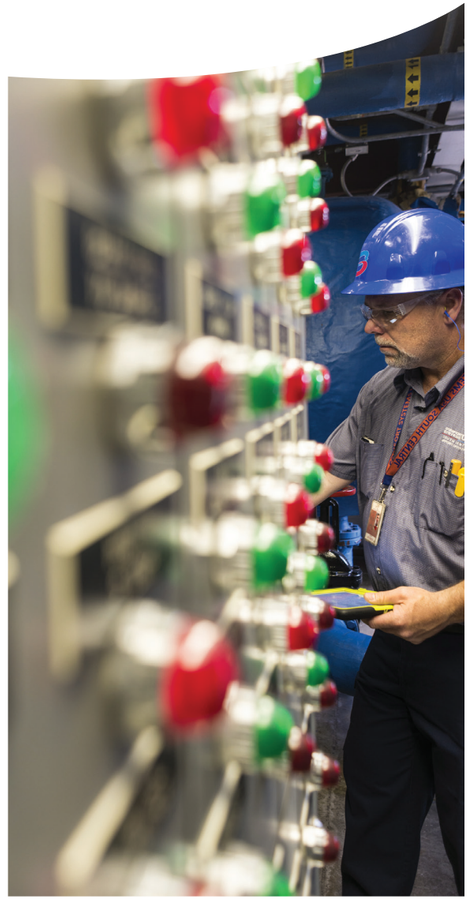
Our employees, customers, business partners, and others place their trust in us. We have a duty to protect their confidential information.

Make Sure You

- Understand the expectations of customers and business partners regarding the protection, use, and disclosure of the confidential information they provide to us.
- Limit any access to third-party confidential information to those persons who have a need to know such information to do their job, and only for authorized purposes.
- Honor the rights to privacy that may apply to any personal information we receive.
- Immediately report any loss or theft of confidential information to your supervisor.

Watch Out For

- Requests by business partners for information about our customers or other business partners without sufficient need and authorization.
- Unintentional exposure of confidential information in public settings or unsecure networks.



Respect for Patient Privacy

Sometimes, we may be working in hospitals or healthcare facilities. We have an obligation to be respectful, courteous, and discreet. We also have a responsibility to respect the personal information of others and comply with laws such as the U.S. Health Insurance Portability and Accountability Act (HIPAA), which protect the privacy of personally identifiable information (PII) and personal health information (PHI).

Key Definitions

PII: Personally identifiable information PII is information that can be used to trace someone's identity or can be combined with other personal information to do so for example, a name, address, driver's license number, or credit card number.

PHI: Personal health information PHI is a specific type of personal information that identifies an individual and relates to a person's physical or mental health, treatment, or payment for healthcare.

Conflicts of Interest

A conflict of interest can occur whenever you have a competing interest that may interfere with your ability to make an objective decision on behalf of Comfort. For instance, a conflict situation can arise when a director or employee receives improper personal benefits as a result of his or her position in the Company or takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Each of us is expected to use good judgment and avoid situations that can lead to even the appearance of a conflict, which can undermine the trust others place in us and damage our reputation.

Conflicts of interest may be actual, potential, or even just a matter of perception. Since these situations are not always clear-cut, you need to fully disclose them to your supervisor so that we can properly evaluate, monitor, and manage them.

Make Sure You

- Always make business decisions in the best interest of Comfort.
- Avoid conflict of interest situations whenever possible.
- Think ahead and proactively address situations that may put your interests or those of a family member in potential conflict with Comfort.
- Discuss with your supervisor full details of any situation that could be perceived as a potential conflict of interest.

Be alert to situations, including the following, which are common examples of potential conflicts of interest:

Corporate Opportunities

If you learn about a business opportunity because of your job, it belongs to Comfort first. Directors and employees owe a duty to us to advance our legitimate interests when a corporate opportunity arises. This means that you should not take that opportunity for yourself unless you get approval from the Office of the General Counsel or the Compliance Committee. For instance, acquisition by purchase or lease of real estate in which it is known that we might have an interest, or which may appreciate in value because of our possible interest in nearby property.

Friends and relatives

On occasion, it is possible that you may find yourself in a situation where you are working with a close friend or relative who works for a customer, supplier, or competitor. Since it is impossible to anticipate all situations that may create a potential conflict, you should disclose your situation to your supervisor in order to determine if any precautions need to be taken.

Outside employment

To ensure that there are no conflicts and that potential issues are addressed, you always need to disclose and discuss outside employment with your supervisor. If approved, you must ensure that the outside activity does not interfere with your work at Comfort. Working, holding a financial interest in, or engaging in activities on a consulting basis or otherwise, for a competitor, supplier, or customer may raise conflicts that will need to be resolved (this does not apply to personal investments of less than 2% in the securities or shares of corporations or institutions traded on a major national securities exchange). Also, take care to ensure that any approved side or personal business does not compete with Comfort.

Personal investments

A conflict can occur if you have a significant ownership or other financial interest in, including an outstanding loan with or to, a competitor, vendor, supplier, or customer. Make sure you know what is permitted – and what is not – by our policies and seek help with any questions.

Civic activities

Unless Company management specifically asks you to do so, you shouldn't accept a seat on the board of directors or advisory board of any of our competitors, suppliers, customers, or partners, especially if your current job gives you the ability to influence our relationship with them.

Loans or Guarantees

Loans to, or guarantees of obligations of, employees or their family members are of special concern and require additional approvals per our operating policies, and loans by us to, or guarantees by us of obligations of, directors or officers, or their family members, are expressly prohibited, except in instances where the Audit Committee has approved such loan or guarantee.

Romance in the Workplace

Romantic relationships between employees are not in general prohibited but may become a concern. A supervisor should not engage in any relationship that could have the appearance of promoting favoritism. Any romantic relationship, regardless of whether a sexual relationship has developed, between employees in which one has a direct or indirect reporting relationship must be disclosed in a timely fashion, which, for the avoidance of doubt, means a maximum of three months from when the relationship commenced. Where such a relationship develops, reasonable efforts should be made to assign duties so as to minimize direct supervision. If direct supervision cannot be avoided, all compensation of the direct report must be determined by a higher-ranking officer than the supervisor with whom the direct report is in a relationship. Any individual who conducts or supervises an investigation on behalf of the Company or any of its subsidiaries must immediately notify the Office of the General Counsel if that individual has, or has had, a romantic relationship with any subject, witness, complainant, or other individual whose conduct or statements are relevant to that investigation, regardless of whether the relationship was previously disclosed under this policy. Further, in addition to the foregoing and absent compelling mitigating circumstances, executives at a level of President of a subsidiary or Senior Leadership of Corporate or higher are not permitted to have romantic relationships with any Comfort employee, whether or not a reporting relationship exists. Employees who engage in a romantic relationship contrary to this policy are subject to disciplinary action up to and including dismissal.

Nepotism Guidelines

Members of an employee's immediate family will be considered for employment solely on the basis of their qualifications. Reasonable efforts should be made to assign job duties so as to minimize direct supervision. If direct supervision cannot be avoided, all compensation of the direct report must be determined by a higher-ranking officer than the related supervisor.

Gifts and Entertainment

A modest gift may be a thoughtful “thank you,” or a meal may be an appropriate setting for a business discussion. If not handled carefully, however, the exchange of gifts and entertainment may appear to create a conflict of interest or other misconduct. This is especially true if it happens frequently, or if the value of the gift or entertainment is large enough that someone may think it can improperly influence a business decision. Proper records of such expenses must also be created and maintained.

Make Sure You

- Exchange gifts and entertainment that foster goodwill in business relationships, but never provide or accept gifts or entertainment that obligate or appear to obligate the recipient.
- Only provide and accept gifts and entertainment that are reasonable complements to business relationships.
- Never accept gifts of any kind from a business partner with whom you are involved in contract negotiations.
- Understand and comply with the policies of the third party’s organization before accepting, offering, or providing gifts, favors, or entertainment, particularly if such policies are more stringent than our own.
- Never accept cash or cash equivalents.
- Do not request or solicit personal gifts, favors, entertainment, or services.
- Raise a concern whenever you suspect that a colleague or third party acting on our behalf may be engaged in any attempt to improperly influence a decision of a customer or government official.

Watch Out For

- Situations that could embarrass you or our Company, including entertainment at sexually oriented establishments.

We do not accept or provide gifts, favors, or entertainment – even if it complies with our policies – if the intent is to improperly influence any decision.

Notwithstanding anything else in this Code, Comfort’s policy prohibits providing any gifts, favors, entertainment, services, trips or outings, or conferring any sort of benefit regardless of value, to federal, state or local government employees or entities, except with the express permission of the Office of the General Counsel.

Q&A

When traveling, I received a gift from a business partner that someone may believe was excessive. What should I do?

You need to tell your supervisor, the head of your operating company or division, or any of the contacts listed under “Resources” on the last page of this Code as soon as possible. We may need to return the gift with a letter explaining our policy. If a gift is perishable or impractical to return, another option may be to distribute it to employees or donate it to charity with a letter of explanation to the donor.

SECTION 4

Protecting Information and Assets



Accurate Recordkeeping

The accuracy and completeness of our disclosures and business records is essential to making informed decisions and to supporting investors, regulators, and others. Our books and records must accurately and fairly reflect our transactions in sufficient detail and in accordance with applicable law, established financial standards and generally accepted accounting principles and our accounting practices and policies.

Investors count on us to provide accurate information about our businesses and to make responsible business decisions based on reliable records. Every individual involved in creating, transmitting or entering information into our financial and operational records is responsible for doing so fully, fairly, accurately and timely, and with appropriate supporting documentation. When billing others for our goods or services, we have an obligation to exercise diligence, care, and integrity. We are committed to maintaining the accuracy of every invoice it processes and submits. No one may make any entry that intentionally hides or disguises the true nature of any transaction. Some employees have special responsibilities in this area, but all of us contribute to the process of recording business results or maintaining records. Ensure that the information we record is accurate, timely, and complete and maintained in a manner that is consistent with our internal controls, disclosure controls, and legal obligations.

Everyone should attempt to be as clear, concise, truthful and accurate as possible when recording any information. Everyone must refrain from making legal conclusions or commenting on legal positions taken by the Company or others. Everyone must also avoid exaggeration, colorful language, and derogatory characterizations of people and their motives. We will not tolerate any conduct that creates an inaccurate impression of our business operations.

Make Sure You

- Create business records that accurately reflect the truth of the underlying event or transaction. Be guided by the principles of transparency and truthfulness.
- Write all of your business communications carefully. Write as though someday the records you create may become public documents.

Watch Out For

- Records that are not clear and complete or that obscure the true nature of any action.
- Undisclosed, unrecorded, false, understated or overstated funds, assets, invoices, billings, or liabilities.
- Improper destruction of documents.
- Falsified quality or safety results.
- Falsified time reports or expense reimbursement forms.

Q&A

At the end of the last reporting period, my supervisor asked me to record additional expenses even though I had not yet received the invoices from the supplier and the work has not yet started. I agreed to do it, since we were all sure that the work would be completed in the next quarter. Now I wonder if I did the right thing.

No, you did not. Costs must be recorded in the period in which they are incurred. The work was not started and the costs were not incurred by the date you recorded the transaction. It was therefore a misrepresentation and, depending on the circumstances, could amount to fraud.

RETAINING CORPORATE RECORDS

Documents should only be disposed of in compliance with Comfort policies and should never be destroyed or hidden. You must never conceal wrongdoing or permit others to do so. Never destroy documents in response to—or in anticipation of—an investigation, litigation or audit.

If you have any questions or concerns about retaining or destroying corporate records, please contact the Office of the General Counsel or the Compliance Committee.

Special Ethical Obligations For Employees with Financial Reporting Responsibilities

Employees in accounting and financial reporting roles bear a special responsibility for promoting integrity throughout the organization, with responsibilities to stakeholders both inside and outside of the Company. The Chief Executive Officer, operating company presidents and all accounting and financial personnel have a special role both to adhere to these principles themselves and also to ensure that a culture exists throughout Comfort as a whole that ensures the fair and timely reporting of the Comfort's financial results and condition.

Because of this special role, the Chief Executive Officer, operating company presidents and all accounting and financial personnel are bound by the following terms, and by accepting this Code, each agrees that he or she will:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Provide information that is accurate, complete, objective, relevant, timely and understandable to ensure full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, government agencies and in other public communications.
- Comply with rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of one's work will not be used for personal advantage.
- Share knowledge and maintain skills important and relevant to stakeholder's needs.
- Proactively promote and be an example of ethical behavior as a responsible partner among peers, in the work environment and the community.
- Achieve responsible use of and control over all assets and resources employed or entrusted.

You should promptly report to the Compliance Committee and/or the Office of the General Counsel any conduct that you believe to be a violation of law or business ethics or of any provision of the Code, including any transaction or relationship that reasonably could be expected to give rise to such a conflict. Violations, including failures to report potential violations by others, will be viewed as a severe disciplinary matter that may result in personnel action, including termination of employment.

Anti-money Laundering

Money laundering is a global problem with far-reaching and serious consequences. It is defined as the process of converting illegal proceeds so that funds are made to appear legitimate, and it is not limited to cash transactions. Involvement in such activities undermines our integrity, damages our reputation, and can expose our Company, and the individuals involved, to severe sanctions. Report any suspicious financial transactions and activities to your supervisor, the head of your operating company or division, or any of the contacts listed under "Resources" on the last page of this Code and, if required, to appropriate government agencies.

Anti-corruption and Bribery

We believe that all forms of bribery and other corrupt practices are an inappropriate way to conduct business regardless of local customs. Comfort is committed to complying with all applicable anti-corruption laws, including the United States Foreign Corrupt Practices Act of 1977 ("FCPA").

We do not pay bribes, kickbacks, or facilitation payments, at any time for any reason. This applies equally to any person or firm who represents Comfort, regardless of whether such person or firm is a US person or entity. If you have been asked to make a potentially improper payment, or have otherwise become aware of a potentially improper payment, you should immediately report the request or transaction to your supervisor, the head of your operating company or division, or any of the contacts listed under "Resources" on the last page of this Code.

Key Definitions

Bribery means giving or receiving anything of value (or offering to do so) in order to obtain business or a financial or commercial advantage.

Corruption is the abuse of an entrusted power for private gain.

Facilitation payments are typically small payments to a low-level government official that are intended to encourage the official to perform his responsibilities.

It is especially important that we exercise due diligence and carefully monitor third parties acting on our behalf. We carefully screen all third parties, including suppliers, consultants, and vendors who work on our Company's behalf, particularly in any situation where "red flags" would indicate further screening is needed before retaining the third party. Third parties must understand that they are required to operate in strict compliance with our standards and to maintain accurate records of all transactions.

Make Sure You

- Never give anything of value to any government official or entity, including any non-US government official or entity.
- Understand the standards set forth under anti-bribery laws which apply to your role at Comfort.
- Accurately and completely record all payments to third parties.

Watch Out For

- Apparent violations of anti-bribery laws by our business partners.
- Agents who do not wish to have all terms of their engagement with Comfort clearly documented in writing.

Q&A

The Company is trying to procure a contract for a local government. I suspect that a member of management has provided gifts to the government agent in charge of reviewing the bid. What should I do?

This matter should be reported to the Helpline, the Office of the General Counsel or the Compliance Committee for investigation. Do not give any payments of value to a government agent; both you and our Company could be liable.

Our Company Assets

Each of us is entrusted with physical and electronic assets, and we are personally responsible for using them with care and protecting them from fraud, waste, and abuse. Personal use of these assets is discouraged, but where permitted, should be kept to a minimum and have no adverse effect on productivity and the work environment.

Physical assets include our facilities, furnishings, office equipment, and supplies.

Electronic assets include our hardware, software, email and voicemail systems, intranet and internet access, computer data, and any information created, sent, received, downloaded, or stored on our systems.

Make Sure You

- Use Company assets to carry out your job responsibilities, never for activities that are improper, illegal or for your personal gain.
- Observe good physical security practices, especially those that relate to badging in and out of our facilities.
- Immediately report the loss or theft of any Company assets to your supervisor.
- Also observe good cybersecurity practices and be a good steward of our electronic assets:
  - Do not use Comfort equipment or systems to create, store, or send content that others might find offensive.
  - Do not share passwords or allow other people, including friends and family, to use Comfort resources.

Only use software that has been properly licensed. The copying or use of unlicensed or "pirated" software on Company computers or other equipment to conduct Company business is strictly prohibited. If you have any questions about whether or not a particular use of software is licensed, contact the IT Helpdesk, the Office of the General Counsel or the Compliance Committee.

Watch Out For

- Requests to borrow or use Comfort equipment without approval.
- Unknown individuals without proper credentials entering our facilities.
- Excessive use of Comfort resources for personal purposes.
- Adding unsecured technology on our network (like flash drives, personal computers, or phones).

Our Confidential Information and Intellectual Property

Each of us must be vigilant and protect Comfort confidential information, including intellectual property, personal information and all non-public information that might be of use to competitors, or harmful to Comfort or our stakeholders, if disclosed. This means keeping it secure, limiting access to those who have a need to know such information to do their job, and only using it for authorized purposes.

Examples of confidential business information include, but are not limited to: our trade secrets, business trends, detailed sales, cost, and profit figures, no product or marketing plans, research and development ideas or information, manufacturing processes, and information about potential acquisitions, divestitures and investments. Failure to observe this duty of confidentiality may compromise our competitive advantage over competitors and may additionally result in a

violation of securities, antitrust or employment laws. It may also violate agreements providing for the protection of such confidential information. Directors and employees should not discuss confidential Company information outside the Company, even with their own family.

It also means keeping this information confidential even after your employment with Comfort ends.

Our customers, business partners, and others place their trust in us – we must protect their confidential information, too.

Nothing in this Code limits, restricts or in any other way affects any employee communicating with any governmental agency or entity, or communicating with any official or staff person of a governmental agency or entity, concerning matters relevant to the governmental agency or entity. In addition, no employee will be held criminally or civilly liable under any Federal or State trade secret law for disclosing a trade secret in confidence to a government official or to an attorney solely for the purpose of reporting or investigating a suspected violation of law, or for disclosing a trade secret in a complaint or other document filed in a lawsuit or other proceeding, so long as such filing is made under seal.

Make Sure You

- Properly label confidential information to indicate how it should be handled, distributed, and destroyed.
- Only store or communicate Company information using Comfort information systems.
- Understand the expectations of customers and business partners regarding the protection, use, and disclosure of the confidential information that they provide to us.
- Immediately report any loss or theft of confidential information to your supervisor.

Watch Out For

- Discussions of Comfort confidential information in places where others might be able to overhear – for example on planes and elevators, when using mobile phones, or through unsecure networks.
- Sending confidential information to unattended fax machines or printers, or personal emails.
- Failing to shred or securely dispose of sensitive information.
- Requests by business partners for confidential information about our customers or about other business partners if there is no associated business requirement or authorization.
- Using “free” or individually purchased internet hosting, collaboration, or cloud services.

INTELLECTUAL PROPERTY

Comfort commits substantial resources to technology development and innovation. The creation and protection of our intellectual property (IP) rights are critical to our business. Unauthorized use or distribution of our IP is prohibited and could also be illegal and result in civil or criminal penalties. Examples of our IP include:

- Trade secrets and discoveries
- Methods, know-how, and techniques
- Innovations and designs
- Systems, software, and technology
- Patents, trademarks, and copyrights

Promptly disclose to Company management any inventions or other IP that you create while you are employed by Comfort, and contact the Office of the General Counsel or the Compliance Committee if you receive any statements or questions from third parties regarding (1) the scope of Comfort intellectual property rights; (2) the applicability of Comfort rights to another company’s products; or (3) the applicability of a third party’s intellectual property rights to Comfort’s intellectual property rights or products.



If I invent something while employed at Comfort that has nothing to do with Comfort’s business, does the Company own the rights to it?

No. However, products, improvements, and ideas for products or improvements developed during your Comfort employment that relate in any way to products Comfort has designed, manufactured, or marketed, or to products considered for manufacture or marketing by Comfort are the property of Comfort.

Acquiring Competitive Intelligence



Information about competitors is a valuable asset in today's competitive business environment. When collecting business intelligence, Comfort employees and others who are working on our behalf must always live up to the highest ethical standards.

Never engage in fraud, misrepresentation, or deception to obtain information, and do not use invasive technology to "spy" on others. We also need to be careful when accepting information from third parties. You should know and trust their sources and be sure that the knowledge they provide is not protected by trade secret laws or non-disclosure or confidentiality agreements.

While Comfort employs former employees of competitors, we recognize and respect the obligations of those employees not to use or disclose the confidential information of their former employers.

Watch Out For

- Retaining papers or computer records from prior employers in violation of laws or contracts.
- Using anyone else's confidential information without appropriate approvals.
- Using job interviews as a way of collecting confidential information about competitors or others.
- Receiving suggestions from third parties for new products, product features, or services when the source of the original idea is not fully known.

Communicating With the Public

We are committed to maintaining honest, professional, and lawful internal and public communications.

We need a consistent voice when making disclosures or providing information to the public. For this reason, it is important that only authorized persons speak on behalf of Comfort. Communications with media, investors, stock analysts, and other members of the financial community should be referred to executive management.

FULL, FAIR AND TIMELY DISCLOSURES

We are committed to being full, fair, and timely with regard to all reports and documents that describe our business and financial results and in other public communications.

Watch Out For

- Giving public speeches or writing articles for professional journals or other public communications that relate to Comfort without appropriate management approval.
- The temptation to use your title or affiliation outside of your work for Comfort without it being clear that the use is for identification only.
- Invitations to speak "off the record" to journalists or analysts who ask you for information about Comfort or its customers or business partners.

Social Media

Be careful when writing communications that might be published online. If you participate in internet discussion groups, chat rooms, bulletin boards, blogs, social media sites, or other electronic communications, even under an alias, never give the impression that you are speaking on behalf of Comfort.

If you believe a false statement about our Company has been posted, do not post or share nonpublic information, even if your intent is to "set the record straight." Your posting might be misinterpreted, start false rumors or may be inaccurate or misleading. Instead, contact the Office of the General Counsel or the Compliance Committee.

SECTION 5

Following the Letter and the Spirit of the Law



Cooperating with investigations and audits

Each of us has an obligation to fully cooperate with internal and external investigations and audits that are conducted by our Company. You are expected to fully cooperate and ensure that any information you provide is true, accurate, and complete.

In addition, in the course of business, you may receive inquiries or requests from government officials. If you learn of a potential government investigation or inquiry, immediately notify your supervisor and the Office of the General Counsel before taking or promising any action. If you are responsible for responding to a government inquiry or request, you have the same duty to fully cooperate and provide true, accurate, and complete information.

Watch Out For

- Falsified information. Never destroy, alter, or conceal any document in anticipation of, or in response to, a request for these documents.
- Unlawful influence. Never provide or attempt to influence others to provide incomplete, false, or misleading statements to a Company or government investigator.

Data Privacy

We protect and respect the personal information of others. Follow our policies and all applicable laws if your job requires collecting, accessing, using, storing, sharing, or disposing of sensitive information. Only use it—and share it with others outside of Comfort—for legitimate business purposes.

Make sure you know the kind of information that is considered personal information. It includes anything that could be used to identify someone, either directly or indirectly, such as:

- A name
- Email address
- Phone number
- Credit card number

Political Activities

Each director and employee is encouraged to participate actively in the political affairs of his or her community, state and country, and to stay informed on public issues and on the positions and qualifications of candidates for public office. Our Company does not seek to limit the activities in which directors and employees may participate on their own time or the gifts or contributions they make with their own funds. However, no payment, gift or contribution may be made with Company funds or resources to any candidate for public office, campaign, funds, political party or organization, unless the payment, gift or contribution is expressly permitted by law and cleared in advance by the Office of the General Counsel. Comfort employees must not pressure, either directly or indirectly, other employees to make political contributions or to participate in or support of a political party, issue or candidate. Employees may not allow their status as a Comfort employee to be used in support of a particular candidate or issue and should at all times make clear that their views and actions are their own and are not those of the Company.

Similarly, although the Company promotes and supports many community and national charitable organizations and activities, no payment, gift or contribution should ever be made with Company funds or resources to any charity where the purpose of the payment, gift or contribution is to improperly influence or obtain business.

Make Sure You

- Ensure that your personal political views and activities are not viewed as those of our Company.
- Do not use our resources or facilities to support your personal political activities.

Watch Out For

- Lobbying. Interactions with government officials or regulators that could be seen as lobbying must be discussed in advance and coordinated with the Office of the General Counsel or the Compliance Committee.
- Pressure. Never apply direct or indirect pressure on another employee to contribute to, support, or oppose any political candidate or party.
- Improper influence. Avoid even the appearance of making political contributions in order to gain favor or in an attempt to exert improper influence. This includes donating to a political candidate's preferred charity as an indirect method of contributing to such candidate's campaign or political cause.
- Conflicts of interest. Holding or campaigning for political office must not create, or appear to create, a conflict of interest with your duties at Comfort.



I would like to invite an elected official to speak at an upcoming Company event. Would that be a problem?

You must get approval from the Office of the General Counsel before inviting an elected official or other government official to attend a Company event. If the invitee is in the midst of a re-election campaign, the Company event could be viewed as support for the campaign. Depending on local laws, any food, drink, or transportation provided to the invitee could be considered a gift. In most cases, there would be limits and reporting obligations.

Insider Trading

In the course of business, we may learn confidential information about Comfort or other publicly traded companies. Trading securities while aware of material nonpublic information, or disclosing such information to others who then trade ("tipping"), is prohibited by various laws.

It is our policy to release to the public as promptly as circumstances permit any news or information that might materially affect the value of our stock or influence investment decisions. However, on occasion, premature public disclosure may be detrimental to us and our shareholders. Until material information has been released to and digested by the public, insiders should refrain from buying or selling and from advising others to buy or sell. No confidential Company information should ever be disclosed except in official Company releases.

In general, the most appropriate time for directors, officers and their families to buy or sell Company stock is after the public has absorbed all material information. Many of our senior executives and their immediate family members are specifically subject to the Company's "open window" requirements, which are designed to facilitate compliance with these laws and designed to protect us from unnecessary liability.

In addition to technical legal requirements, directors, officers and other insiders must be guided by a sense of fairness to other stockholders of the Company and to the investing public. If there is any question, the Office of the General Counsel should be consulted.

Material information is the kind of information a reasonable investor would take into consideration when deciding whether to buy or sell a security. Some examples of information about a company that might be material are:

- Financial results for the quarter or the year
- Financial forecasts
- A proposed acquisition or sale
- A significant expansion or cutback of operations
- A significant product development or important information about a product
- Extraordinary management or business developments
- Obtaining or losing important contracts
- Major litigation developments
- Dividend plans or policies
- Changes in strategic direction including entering new markets

If you have any questions as to whether information is material or has been released to the public, contact the Helpline or the Office of the General Counsel.

Make Sure You

- Do not buy or sell securities of any company when you have material nonpublic information about that company.
- Do not communicate such material nonpublic information to other people.

Watch Out For

- Requests by friends or family for information about Comfort or about companies that we do business with. Even casual conversations could be viewed as illegal "tipping" of inside information.
- Tipping. Be very careful with inside information and make sure you do not share it with anyone, either on purpose or by accident.

Antitrust and Fair Competition

We believe in free and open competition and never engage in improper practices that may limit competition. We never look to gain competitive advantages through unethical or illegal business practices.

We should endeavor to deal fairly with our customers, suppliers, partners, service providers, competitors, directors, employees and anyone else with whom he or she has contact in the course of performing his or her job. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practices.

COMPLYING WITH THE LAW

Antitrust and competition laws are complex and compliance requirements can vary depending on the circumstances, but in general, the following activities are red flags and should be avoided and, if detected, reported to the Helpline, the Office of the General Counsel or the Compliance Committee:

- Sharing our Company's competitively sensitive information with a competitor.
- Sharing competitively sensitive information of business partners or other third parties with their competitors.
- Attempting to obtain nonpublic information about competitors from new hires or candidates for employment.

Make Sure You

- Do not enter into agreements (whether oral or written) with competitors or others to engage in any anti-competitive behavior, including setting prices or dividing customers, suppliers, or markets.
- Do not engage in conversations with competitors about competitively sensitive information.

Watch Out For

- **Collusion** – when companies secretly communicate or agree on how they will compete. This could include agreements or exchanges of information on pricing, terms, wages, or allocations of markets.
- **Bid-rigging** – when competitors or service providers manipulate bidding so that fair competition is limited. This may include comparing bids, agreeing to refrain from bidding, or knowingly submitting noncompetitive bids.
- **Tying** – when a company with market power forces customers to agree to services or products that they do not want or need.
- **Predatory pricing** – when a company with market power sells a service below cost to eliminate or harm a competitor, with the intent to recover the loss of revenue later by raising prices after the competitor has been eliminated or harmed.

Q&A

I received sensitive pricing information from one of our competitors. What should I do?

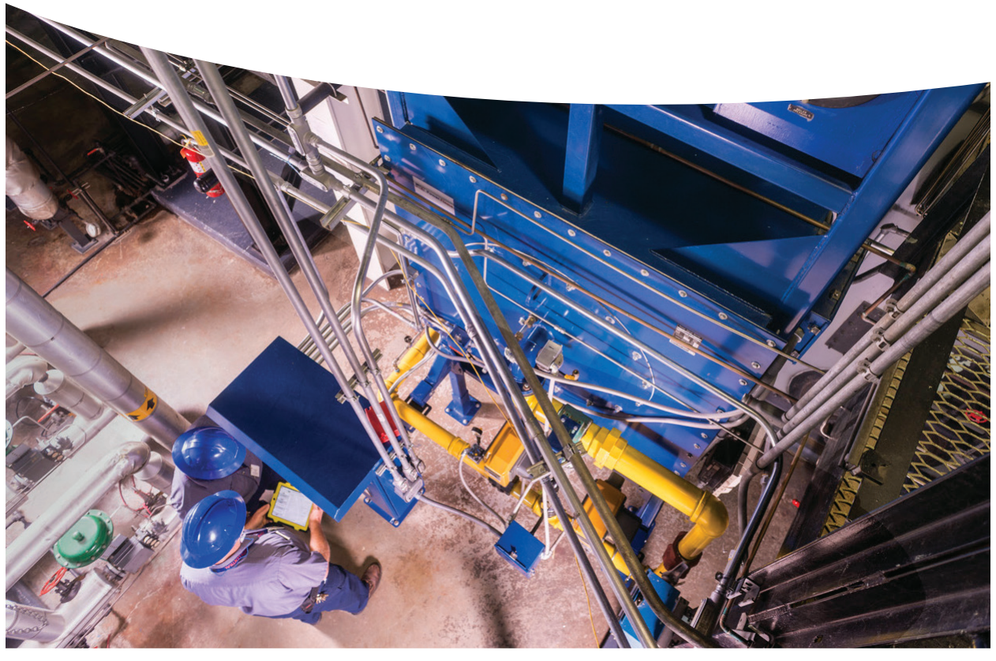
You should contact the Office of the General Counsel or the Compliance Committee without delay and before any further action is taken. It is important, from the moment we receive such information, that we demonstrate respect for antitrust laws, and we make it clear that we expect others to do the same. This requires appropriate action that can only be decided on a case-to-case basis and may include sending a letter to the competitor.

Trade Associations and Relations with Industry Members

Trade associations are not illegal under the antitrust laws. They are, however, usually composed of competitors, and our conduct relating to associations must, accordingly, conform to the following standards:

1. We will not consider membership in any trade association unless membership is open on reasonable and nondiscriminatory terms to all competing members of the industry purported to be represented by the association;
2. We will not consider membership in any association unless its purposes are stated in writing in its charter or articles of organization and unless all of those purposes are consistent with state and federal antitrust laws; and
3. We will not consider membership in any trade association unless the association and its committees hold only formally scheduled meetings.

Our representatives must maintain records of their participation in all association meetings. In the event the subject matter of any business considered at a trade association meeting is directly or indirectly inconsistent with the antitrust laws or our policies, our representatives must object and refuse to participate further. If the subject matter does not change, our representatives must immediately withdraw from the meeting and notify the Office of the General Counsel.



Acquisitions

Civil antitrust laws proscribe acquisitions of companies in a similar line of business where the effect of such acquisition would be to substantially lessen competition and where such acquisition does not have other positive effects on competition or consumers which outweigh any anticompetitive effects. We have an active acquisition program, which seeks to enhance our ability to provide value to our various customers, employees and stockholders and which seeks to augment our ability to compete in the evolving markets that we serve. In evaluating potential acquisition candidates, our directors and employees must consider the potential competitive costs and benefits and where there is any likelihood that competition may be lessened in one or more markets, such directors and employees should consult with the Office of the General Counsel, and outside counsel where appropriate, to determine whether and how to proceed with such transaction in compliance with state and federal antitrust laws.

In addition, the Hart-Scott-Rodino Act requires that acquisitions, which meet certain size thresholds, must be reported in advance to the Federal Trade Commission and the Department of Justice. We must comply with such requirements and each acquisition that we consider must be reviewed to determine whether such reporting is necessary. Specifically, our directors and employees involved in each acquisition must confirm either with the Office of the General Counsel or our outside counsel that no report is necessary or that notification as to the termination of any required waiting period has been received.

Compliance with Other Legal and Regulatory Requirements

We are in the business of providing a wide range of services in many different states. These services generally may be provided only pursuant to appropriate federal, state and local licenses, permits and accreditation and are subject to numerous laws, rules and regulations. We are subject to federal and state labor statutes and discrimination laws, securities laws and regulations, state corporation or partnership laws, consumer protection laws, tax laws and general and professional liability laws. It is our policy to conduct our business in compliance with all regulatory requirements.

SECTION 6

Serving the Greater Good



Corporate Citizenship

We believe in making a positive difference in people's lives and maintaining the health and welfare of the communities where we live and work. We promote, encourage, and support a diverse range of corporate social responsibility activities. You are encouraged to get involved in the many initiatives we support.

We also encourage you to make a difference on a personal level, but, in general, ask that you do so on your own time and at your own expense, making sure that your activities are lawful and consistent with our policies. Unless you receive approval in advance, please do not use Comfort funds, assets, or the Comfort name to further your personal volunteer activities.

The Environment

We recognize our environmental and societal responsibilities. We are committed to sustainability and to minimizing damage to the environment as well as any potential harm to the health and safety of employees, customers, and the public. We recognize an individual's right to water as a fundamental human right. In addition, we are subject to the requirements of numerous federal, state and local laws, regulations and rules which promote the protection of the environment. Examples of federal statutes that apply to our business include the Resource Conservation and Recovery Act, the Comprehensive Environment Response, Compensation, and Liability Act, the Clean Air Act, the Water Pollution Control Act and the Safe Drinking Water Act. It is our policy to comply with both the letter and the purpose of all environmental laws and regulations.

Although every employee is not expected to be an expert in every environmental requirement, you are expected to understand those requirements that apply to your area of responsibility and to seek advice whenever you face an issue raising possible environmental concerns.

Make Sure You

- Do your part to ensure that protecting employee safety and the environment is a priority. Stop work and report any situation that you believe could result in an unsafe working condition or damage to the environment.
- Fully cooperate with environmental, health, and safety training and with our Company's periodic compliance reviews of our operations.
- Read and understand all the information provided by our Company that is relevant to your job and the health, safety, and environmental effects of our operations.
- Be proactive and look for ways that we can minimize waste, energy, and use of natural resources.
- Contact the Office of the General Counsel or the Compliance Committee if you have any questions about compliance with environmental, health, and safety laws and policies.

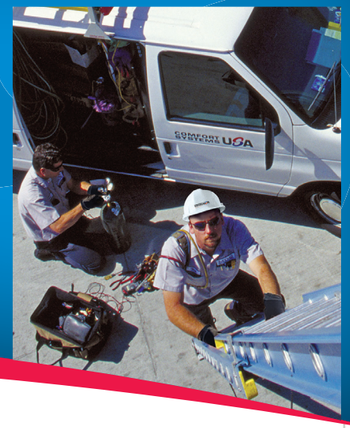
Refrigerants, Storage, and Disposition

Because of the nature of the Company's business, employees of the Company commonly handle, use and recover refrigeration chemicals (e.g., Freon) and related items, which are subject to federal and state regulations. It is our policy that each of our operating company subsidiaries implement a program to strictly monitor and record the use of such chemicals, to account for every unit that is handled by us and to regularly audit, maintain controls and review compliance with such programs.



SECTION 7

Compliance and Enforcement Procedures



Everyone should be familiar with and must comply with this Code. Conduct that violates or does not comply with this Code is outside of the scope of employment for our employees. Anyone who fails to comply with this Code will be subject to appropriate corrective action. Because of the significant legal and ethical consequences of non-compliance with this Code, the Compliance Committee will take enforcement action with respect to not only those who violate this Code but also those who fail to detect violations or fail to respond appropriately to a violation. Corrective action should be appropriate under the circumstances. Such corrective action may include notations in the evaluation of the employee, removal of an employee with a propensity to disregard or otherwise violate the standards of this Code from a position of responsibility, and, in some circumstances, discharge.

Compliance Committee

Overall responsibility for overseeing compliance with this Code rests with the Audit Committee of the Board of Directors which has delegated responsibility for day-to-day compliance to a Compliance Committee consisting of the General Counsel, Senior Counsel, Corporate Controller, Chief Accounting Officer, Director of Internal Audit, a Regional Vice President and the Chief Financial Officer, and with such deletions and additions from time to time as the Chief Executive Officer may approve. The Committee will meet at least annually to review compliance and enforcement procedures, communications and monitoring activity, and will meet as necessary to review any reports of suspected violations of this Code and take consistent corrective and other action to enforce this Code and prevent further offenses. In instances related to the Committee's enforcement role, the Committee shall meet with only those members necessary to evaluate and recommend enforcement actions.

Asking Questions and Reporting Concerns; Enforcement

If you see or suspect any violation of the law, our Code, or our policies, or if you have a question about what to do, talk to your supervisor.

If you're uncomfortable speaking with your supervisor, there are other resources available to help you:

- Contact another member of management, the head of your operating company or division, or your local human resources department.
- Contact any of the contacts listed under "Resources" on the last page of this Code.
- Contact the Helpline.

WHAT TO EXPECT WHEN YOU USE THE HELPLINE

The Helpline web portal and phone line are available 24 hours a day, 7 days a week. Trained specialists from an independent third-party provider of corporate compliance services will answer your call, document your concerns, and forward a written report to Comfort for further investigation.

When you contact the Helpline, you may choose to remain anonymous where allowed by local law. All reports will be treated equally whether they are submitted anonymously or not. Any report received by the Helpline will be reported to the appropriate member of our Compliance Committee, the relevant company officer based on the type of problem reported, and in the case of complaints or fraud or financial reporting impropriety, directly to the independent director who serves as Chairperson of the Audit Committee of Comfort's Board of Directors.

After you make a report, you will receive an identification number so you can follow up on your concern. Following up is especially important if you have submitted a report anonymously, as we may need additional information in order to conduct an effective investigation. The Compliance Committee will investigate and take appropriate enforcement and other corrective action.

Any report you make will be kept confidential to the greatest extent appropriate under the circumstances by all individuals involved with reviewing and, if necessary, investigating it. Requests that a director or employee's identity be held in confidence will be honored unless the reporting director or employee was involved in a violation of law or this Code or the disclosure is required by law.

When other established reporting procedures are not adequate or if you believe that inadequate corrective action has been taken, you may contact members of the Audit Committee directly by forwarding a sealed communication addressed to the Audit Committee, its Chairperson, or any of its individual members c/o Comfort Systems USA, Inc., Office of the General Counsel, 675 Bering Drive, Suite 400, Houston, Texas, 77057. Such communications should be marked confidential and will only be opened by a member of the Audit Committee.

Actions prohibited by this Code involving directors or executive officers must be reported to the Audit Committee. After receiving a report of an alleged prohibited action, the Audit Committee must promptly take all appropriate actions necessary to investigate. If, after investigating a report of an alleged prohibited action by a director or executive officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the full Board of Directors. Upon receipt of a determination that there has been a violation of this Code, the Board of Directors or the General Counsel will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

Q&A

What if someone misuses the Helpline, makes an anonymous call, and falsely accuses someone of wrongdoing.

Experience has shown that the Helpline is rarely used for malicious purposes, but it is important to know that we will follow up on reports, and anyone who uses the Helpline in bad faith to spread falsehoods or threaten others, or with the intent to unjustly damage another person's reputation, will be subject to disciplinary action.

Confidential Communications; No Retaliation

Everyone is responsible for taking timely action in response to any matter that arises under this Code. We do not tolerate acts of retaliation against anyone who, in good faith, asks questions, makes a report of actions that may be inconsistent with the law, our Code, or our policies, or who assists in an investigation of suspected wrongdoing. You have the commitment of the Company and of the Audit Committee of our Board of Directors that you will be protected from retaliation. Reporting "in good faith" means making a genuine attempt to provide honest, complete, and accurate information, even if it later proves to be unsubstantiated or mistaken. However, Comfort reserves the right to discipline anyone who knowingly makes a false accusation, provides false information to the Company or has acted improperly.

Q&A

I suspect there may be some unethical behavior going on in my project team involving my supervisor. I know I should report my suspicions, and I'm thinking about using the Helpline, but I'm concerned about retaliation.

You are encouraged to report misconduct and, in your situation, using the Helpline is a good option. We will investigate your suspicions and may need to talk to you to gather additional information. After you make the report, if you believe you are experiencing any retaliation, you should report it. We take claims of retaliation seriously. Reports of retaliation will be thoroughly investigated and, if they are true, retaliators will be disciplined.

Review and Familiarity with this Code

Each Company officer and department head should communicate with his or her employees on a regular basis regarding this Code, and should be available to new or newly promoted employees as needed to provide guidance as the circumstances may require. Members of the Compliance Committee, and with respect to their specific functions, Comfort's accounting, human resources, and legal personnel, are available for guidance to employees with respect to matters requiring consideration under this Code. Any employee who finds himself or herself with questions is encouraged to consult with a supervisor, appropriate Company officer, the Office of the General Counsel or the Compliance Committee for assistance.

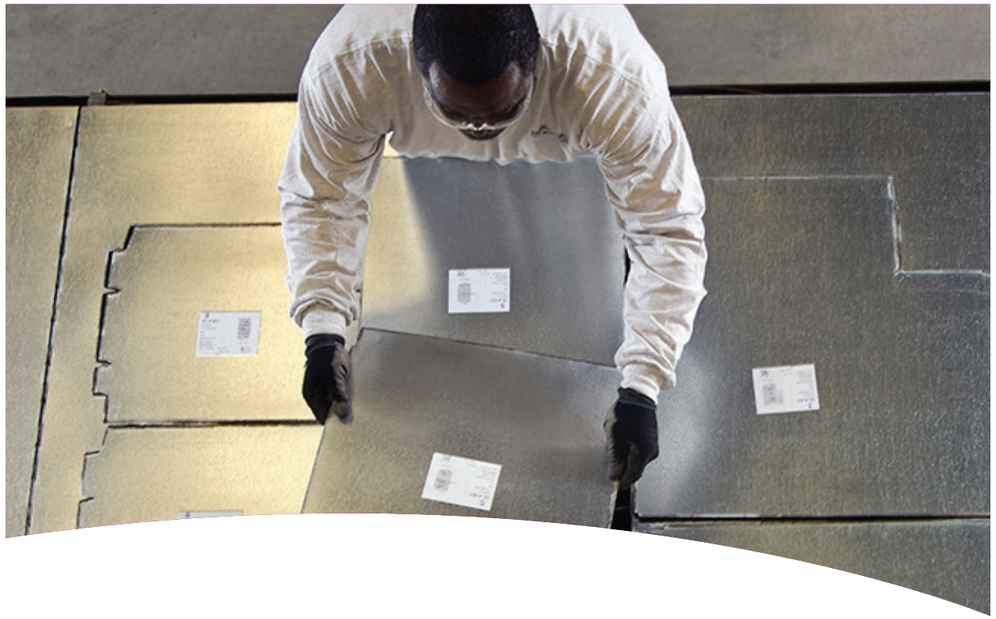
Certificate of Compliance

After adoption of this Code, every management level employee in Comfort will be required to review a copy of this Code and sign a certificate of review and intent to comply with respect to it. In the future, upon employment or promotion in or to any management level position, each individual will be required to carefully review this Code and to sign a certificate of review and intent to comply within 30 days. This Code and related certificate will be administered through the human resources function as part of the employment process. The completion of a certificate is a condition of employment as a manager at Comfort and a form of certificate is attached.

Changes and Additions to this Code

This Code will be reviewed and updated from time to time as our experience with implementing this Code identifies new areas that need to be addressed or improvements that are needed to facilitate the operation of this Code. Each Comfort officer and department head is responsible for understanding and communicating such changes to their employees. The goal of all of the communication and guidance procedures should be to provide employees with sufficient familiarity and sensitivity to the legal and ethical issues so that they have a good sense of where the boundaries lie and are able to seek assistance as required. The most current version of our Code may be found online on our corporate website.





Waivers

This Code applies to all directors and employees, including all of Comfort's officers. There will be no substantive amendment or waiver of any part of this Code affecting the directors, senior financial officers, or executives officers, except by a vote of the Board of Directors or a designated committee, which will ascertain whether an amendment or waiver is appropriate and ensure that the amendment or waiver is accompanied by appropriate controls designed to protect Comfort. Any such amendments or waivers will be publicly disclosed in accordance with the requirements of the New York Stock Exchange and applicable securities laws.

Annual Review and Reports

Not less frequently than annually, each Comfort officer and department head should review this Code personally and with his or her direct reports and other employees who because of their responsibilities may need to be familiar with all or some portion of this Code. Each such individual is responsible to report to our Office of the General Counsel on his or her compliance with this Code. All reports that contain exceptions will be reviewed by the Compliance Committee and the results thereof, together with any corrective actions taken, will be reported to the Audit Committee of the Board of Directors.

Acknowledgment Form

I acknowledge that I have read and agreed to abide by the Code of Conduct of Comfort Systems USA, Inc.

By: _____

(Signature)

Name: _____

Date: _____

Subsidiary Name:

Resources

Resource	Contact
Corporate Human Resources	Benefits@comfortsystemsusa.com
Compliance Department	Compliance@comfortsystemsusa.com
Compliance Committee	ComplianceCommittee@comfortsystemsusa.com
The Helpline	ComfortSystemsUSA.EthicsPoint.com
Office of the General Counsel	Legal@comfortsystemsusa.com
Internal Audit	InternalAudit@comfortsystemsusa.com
IT Helpdesk	Helpdesk@comfortsystemsusa.com