

QUIXOTE CORPORATION
CODE OF BUSINESS CONDUCT
As amended May 2005

I. General Policy Statement

It is the policy of Quixote Corporation to operate its worldwide business in accordance with all applicable laws and the highest ethical standards.

II. Scope

This Code of Conduct applies to all of the directors, officers and employees of Quixote Corporation and its wholly-owned subsidiaries (referred to in this Code as the “Company” or “Quixote”).

Because this Code of Conduct is not intended to be all inclusive, there are separate Company policies that provide more detailed explanations of topics relating to the principles set forth in this Code. These policy statements are intended to ensure that the principles and rules of behavior in this Code of Conduct are clearly understood and consistently applied. Information about these policy statements is available from Human Resources personnel.

III Compliance with Laws, Regulations and Policies; Standards of Conduct; Certificate of Compliance; Failure to Comply

Obeying the law, both in letter and in spirit, is the foundation on which this Company conducts its business. It is the personal responsibility of each employee, officer and director to adhere to the standards and restrictions, whether imposed by law or this Code of Conduct, applicable to his or her assigned duties and to conduct himself or herself accordingly. Employees are responsible for seeking advice from their manager, supervisor or other appropriate personnel in cases where a course of action is not clear.

Beyond legal compliance, all employees, officers and directors are expected to observe high standards of business and personal ethics in performing their duties. This requires the practice of honesty and integrity in all aspects of dealing with other Company employees, the public, customers, suppliers, stockholders and governmental and regulatory authorities.

Every employee must read and understand this Code of Conduct and must sign the Certificate of Compliance, a copy of which is contained at the end of the Code, certifying that he or she has read the Code and will comply with it. Violations of the Code can result in sanctions, including discipline, suspension, discharge and possible criminal prosecution, depending upon the circumstances.

IV Conflicts of interest

A conflict of interest exists whenever the private interest of an employee, officer or director interferes or conflicts in any way with the interests of the Company. All employees, officers and directors are expected to avoid any action or interest that conflicts or gives the appearance of a conflict with the Company's interests.

Conflicts of interest may not always be clear-cut so if a question arises, employees or officers should consult with their supervisor or manager who in turn may consult with their supervisor or manager or the General Counsel. Some examples of possible conflicts of interest include the following:

A. Outside Employment

No employee may engage in any business or secondary employment, which, because of the demands on time and interest, interferes with his or her obligations and responsibilities to the Company, as determined by the Company in the sole discretion of the President of the employee's business unit. Employees are expected to disclose all outside business engagements or secondary employment to their managers or supervisors who will forward the information to the President for a determination.

No employee may serve as a director, officer, employee or consultant of any organization which supplies goods or services to the Company, buys goods or services from the Company or competes with the Company without the prior approval of the President or General Manager in charge of the employee's business unit.

B. Investments

Employees may not hold investments in any business which competes with the Company's business. Small investments (relative to an individual's overall net worth) in the stock of publicly traded companies will not violate this provision.

Employees may not hold investments in any business which supplies goods or services to the Company if they are involved, directly or indirectly, in purchasing decisions affecting that supplier. Small investments (relative to an individual's net worth) in the stock of publicly traded companies will not violate this provision.

C. Other Business Dealings

No employee can lend money to or borrow money from individuals affiliated with organizations which do business with the Company.

No employee can engage in Company business with any firm in which a close relative has an executive position or a significant financial interest unless such transactions are approved in advance by the President or General Manager of the employee's business unit.

V Gifts and Entertainment

Business associates sometimes exchange gifts, for example, to commemorate important events or milestones in their relationship or to express appreciation. Ethical problems, however, may arise when gifts or entertainment compromise or appear to compromise, an individual's ability to make objective and impartial business decisions.

The following rules attempt to strike a balance between situations where a gift may be appropriate and situations which create ethical and legal complications.

No employee, officer or director may solicit any payment, loan, service, gratuity, entertainment, travel, pleasure outing, gift or favor from any third party (or its representative) doing business, seeking to do business or competing with the Company.

Unsolicited gifts, gratuities, or favors from or to a business associate, including meals and entertainment, may be given or received if they are (1) customary in the trade or industry, (2) do not exceed a value considered prudent and ordinary by the Company's management, and (3) are given or accepted without an express or implied understanding that the recipient is in any way obligated.

No gifts, favors or entertainment or any kind are to be provided to government employees, representatives or public officials without approval from the President of the Company. Gifts and payments to union officials are prohibited.

VI Corporate Opportunity

Employees, officers and directors may not (a) take for themselves opportunities in which the Company may have an interest or potential interest or that properly belong to the Company; (b) use corporate property or position for material personal gain; or (c) compete with the Company.

VII Fair Dealing

Employees, officers and directors are expected to deal fairly with the Company's customers, suppliers, competitors, employees and officers. No one may take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing.

Some specific examples of unfair dealing include stealing proprietary information, taking or using trade secret information without the owner's consent or inducing such disclosures by employees of other companies.

VIII Protection and Proper Use of Company Assets

All employees, officers and directors should protect the Company's assets and use them only for legitimate business purposes.

IX Insider Trading

Insider trading is a federal crime, punishable by fines and prison sentences for individuals. Insider trading laws may be violated when an individual buys or sells stock based on material confidential (that is, "inside") information that is not available to the public. Examples of material information include, but are not limited to information about financial results, management changes, major litigation, the purchase or sale of significant assets, anticipated mergers, acquisitions or divestitures, and other critical events.

It is also illegal under the federal securities laws to privately disclose or "tip" material nonpublic information to another person who subsequently uses that information to trade in the Company's stock or securities or otherwise to profit.

Insider trading is a crime and, of course is prohibited by Company policy as outlined in its Policy Statement Concerning Insider Trading and Confidential Information. Any employee, officer or director who engages in insider trading will be subject to discipline whether or not he or she is eventually convicted of a criminal offense.

Any questions concerning this complex and important subject should be directed to the General Counsel.

X Employment Laws

The Company has adopted policies addressing appropriate workplace behavior and respect among employees. These policies are important and every employee is expected to familiarize himself or herself with them. The Company is committed to hiring, promoting, and compensating employees according to their qualifications and demonstrated ability to perform job responsibilities. The

Company is also committed to providing a workplace free of harassment, including sexual harassment and employees are expected to comply with the Company's Policy against Discrimination and Harassment.

XI Government Investigations and Private Litigation

If anyone in the Company is contacted by a government investigator, the government investigator should be referred to the Chief Financial Officer if the inquiry involves the Company's accounting or financial records (such inquiries would generally come from the IRS or other federal and state taxing authorities or auditors). All other inquiries should be referred to the General Counsel. No response to the inquiry should be made except after consultation with the Chief Financial Officer, the General Counsel or another attorney designated by the Company, as the case may be. This does not apply to matters that do not involve a potential violation such as statistical or information requests which should still be reviewed with the supervisor or manager in charge of the business unit which receives such a request.

Similarly, attorneys or investigators for individuals or companies may contact employees by telephone, in person, or in writing seeking Company information or documents. All such inquiries should be referred to the General Counsel and no substantive response should be made except after consultation with the General Counsel or other attorney designated by the Company.

XII Confidentiality

Employees, officers and directors must maintain the confidentiality of confidential information of the Company or its customers and must take every reasonable precaution to keep it confidential except when disclosure is authorized by the General Counsel. Confidential information includes, but is not limited to, new product developments, business plans, customer lists, and other trade secrets. The obligation to protect the Company's proprietary and confidential information continues even after employment with the Company ends.

For specific information, reference should be made to the Company's Policy on the Disclosure of Confidential Information.

XIII Public Company Reporting

As a public company, it is of critical importance that the Company's filings with the Securities and Exchange Commission and its other public communications be accurate and timely. Depending on his or her position with the Company, an employee may be called upon to provide necessary information to assure that the Company's public records are complete, correct and understandable. In all cases, employees should report to their manager or

supervisor important information affecting the Company's business that may come to their attention. All employees are expected to take this responsibility seriously and to provide prompt, fair and accurate answers to inquiries related to the Company's public disclosure requirements.

XIV Financial Statements and Other Records

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls.

XV Political Contributions

Federal law prohibits corporations from donating corporate funds, goods or services, directly or indirectly, to candidates for government office. This includes donating employee services as well. No employee may donate Company funds or property as a campaign contribution to candidates in federal, state or local election contests.

Eligible employees may participate in the Company's political action committee, the purposes of which include the disbursement of financial contributions made by certain employees and others to political parties or candidates. No corporate funds, facilities or other property are used for other than administrative support of such a committee.

For additional information, reference should be made to the Company's policy regarding political activity.

XVI Electronic Mail and Internet Use

All electronic mail and Internet facilities provided by the Company are the property of the Company and are to be used primarily for business purposes. Limited personal use of electronic media is acceptable, as in the case of personal telephone calls, but only when used responsibly and when the privilege is not abused. The Company reserves the right to monitor, review and disclose electronic mail as it deems appropriate without the consent of the employee.

Electronic systems cannot be used to transmit vulgarities, obscenities, disparaging words, ethnic or racial slurs, or any other message that can be construed as harassment or disparagement of others based on sex, race, sexual orientation, age, national origin, or religious or political beliefs, or which may be seen as insulting, disruptive or offensive by other persons or harmful to morale.

Postings to chat rooms or message boards through the Company's supplied Internet access are prohibited. Employees that participate in chat

rooms or on message boards with their personally-owned computers are prohibited from disclosing their employment with the Company or any information regarding the Company that is confidential or proprietary. Employees should consult with their manager or supervisor if there are any questions concerning what may be considered a chat room or message board.

Employees and officers are directed to the following Company policies: “Electronic Mail, Telephone and Computer Policy” and the “Computer Network and Internet Policy”.

XVII Reporting Illegal or Unethical Behavior

A. General

Employees and officers who have reason to suspect or know of violations of this Code of Conduct or illegal or unethical business or workplace conduct by employees, officers or directors have an obligation to contact either their supervisor or manager. Employees should continue to direct other employment-related issues, problems and questions to human resources personnel. If the individual to whom such information is conveyed is not responsive, or if there is reason to believe that reporting to such individual is inappropriate in particular situations, then the employee or officer may contact the General Counsel or Chief Executive Officer of the Company. If the employee or officer is still not satisfied with the response, the employee or officer may contact the Audit Committee of the Board of Directors. Such submissions may be directed to the attention of the Audit Committee, or any director who is a member of the Audit Committee, in care of the General Counsel at the principal executive offices of the Company. The General Counsel will forward the envelopes unopened to the addressee(s). Submissions to the Audit Committee also may be made through the Company’s Hot Line described below. The members of the Audit Committee are listed each year in the Company’s Proxy Statement. If concerns or complaints require confidentiality, then this confidentiality will be protected to the extent practicable, subject to applicable law.

B. Accounting Complaints

The Company’s policy is to comply with all applicable financial reporting and accounting regulations. If any employee or officer has unresolved concerns or complaints regarding questionable accounting or auditing matters of the Company, then he or she may submit these concerns (anonymously, confidentially or otherwise) to the Audit Committee. Subject to its legal duties, the Audit Committee and the Board will treat such submissions confidentially. Such submissions may be directed to the attention of the Audit Committee, or any director who is a member of the Audit Committee, in care of the General Counsel at the principal executive offices of the Company. The General Counsel

will forward the envelopes unopened to the addressee(s). Submissions to the Audit Committee also may be made through the Company's Hot Line described below.

C. Toll Free Hot Line

A toll free Hot Line administered by an independent third party has been established to permit anonymous and confidential reporting. The Hot Line may be used to report suspected violations of this Code of Conduct, concerns regarding questionable accounting matters, or any other suspected misconduct. Employees should continue to contact their manager, supervisor or human resources personnel with other employment-related issues, questions and problems. Reports made through the Hot Line are completely confidential, may be made on an anonymous basis and are forwarded by the administrator to appropriate parties in accordance with procedures established with the third party administrator.

D. Non-Retaliation

The Company prohibits retaliation of any kind against individuals who have made good faith reports or complaints of violations of this Code of Conduct or other known or suspected illegal or unethical conduct.

XVIII Amendment, Modification and Waiver

This Code of Conduct may be amended or modified by the Board of Directors of the Company. Waivers of this Code may only be made by the Board of Directors. Waivers will be disclosed to shareholders as required by the Securities and Exchange Commission and the applicable rules of the Nasdaq Market System.

CERTIFICATE OF COMPLIANCE

I have read and understand the Quixote Corporation Code of Conduct. I understand and agree that the Code of Conduct is not an employment contract between me and Quixote Corporation or any of its subsidiaries.

I hereby certify that I comply and will comply fully with all provisions of the Code of Conduct. I understand that the Code of Conduct requires that if I become aware of a violation of the Code, then I must report it to my supervisor or manager or, if necessary, follow the reporting procedures outlined in the Code.

I also understand that violations of the Code of Conduct by me can result in sanctions, including discipline, suspension, discharge and possible criminal prosecution, depending upon the circumstances.

Date: _____

Signature: _____

Name (Please Print): _____

Company & Location: _____