



**code of
business conduct**

Revised May 2008

Letter from the Chairman, President, and CEO



Dear Circuit City Associates,

Circuit City Stores, Inc.'s reputation for integrity influences our success as much as anything we do. It is how we earn the confidence, trust, and loyalty of our shareholders, customers, associates, and partners. While we take great pride in that reputation, we must also be vigilant in protecting it. The Code of Business Conduct can help.

While each of us is required to know, understand, and comply with the Code, you will find it is not a dry policy, but a practical, user-friendly tool. The Code can help you make good decisions that align with the legal and ethical standards that are fundamental to our success.

"Maintaining the highest integrity" is the foundation of Circuit City's values and no guide can cover all situations that may test that value. That is why we provide additional resources, which are outlined more fully on page 6:

- You can turn to your immediate supervisor or Human Resources representative as your first resource in addressing and resolving problems.
- You can use the Open Door policy, which is posted in all Circuit City locations. The policy outlines the steps to take in getting additional guidance. InterTAN associates can contact the Bend My Ear hotline or Web site.
- You can always confidentially contact the Ethics Alertline at 1-800-296-4948 to report misconduct.

Circuit City's Board of Directors, senior management team and I are all bound by and support our Code of Business Conduct. Each of you has the power to protect and ensure our success by doing the right thing. The Code of Business Conduct, along with these other resources, will guide and support you as you fulfill that commitment.

Sincerely,

Phil Schoonover
Chairman, President and Chief Executive Officer
Circuit City Stores, Inc.





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1.1

Circuit City Stores, Inc. (“Circuit City”), with its subsidiaries and affiliates (collectively, the “Company”), is publishing this booklet in order to provide clear guidelines with respect to our conduct as Associates of this Company. In Canada, the term “Associate” refers to all employees at InterTAN Canada Ltd’s headquarters, and selected field positions. The purpose of this Code of Business Conduct (the “Code of Conduct”) is to assist each of us in the exercise of sound and ethical business judgment. Because the laws of the countries that we operate in may differ, the Company has identified certain principles that apply to particular countries. Otherwise, this Code of Conduct applies equally to all Associates.

While the Company, as a successful retailer, has economic responsibilities, it has also adopted maintaining the highest integrity as one of its guiding principles. Each Associate must maintain the highest level of personal integrity in performing his or her duties and in working with other Associates, customers, vendors and competitors. All Associates are expected to follow the specific policies and procedures identified in this Code of Conduct, as well as the spirit and philosophy it represents — to exercise sound judgment, to engage in ethical conduct, to avoid conflicts of interest and to ask questions whenever in doubt.

While this Code of Conduct addresses many situations, it cannot cover everything. Good judgment coupled with a high sense of personal integrity is the best policy. When situations arise that fall within a “gray area,” follow the procedures described in the Putting the Code to Work section below for clarification and guidance. The Company’s Associate Handbook, policies and procedures are intended to supplement this Code of Conduct.

Who Must Comply with the Code?

2.1

The Code of Conduct applies to all Officers, members of the Board of Directors and Associates of the Company.

Each of us at the Company is accountable for the following:

- Know, understand and comply with the spirit and the letter of the Code of Conduct and Company policies
- Know how to make the “right” decisions whenever we encounter ethical questions and dilemmas
- Teach fellow Associates about the Code of Conduct by setting an example of ethical behavior
- Report concerns or improper conduct

All who are responsible for compliance with the Code of Conduct are also responsible for its enforcement. Associates who supervise others are responsible for the distribution and explanation of the Code of Conduct to Associates under their supervision. As a condition of employment for Associates, written acknowledgement of compliance with the Code of Conduct will be required annually.

Who Should I Contact if I Have Questions About the Code of Conduct?

2.2

The following sections describe particular Circuit City standards for ethical behavior and compliance with the law. However, because not all situations are clearly either “right” or “wrong”, you should raise questions when in doubt. Depending on the type of assistance you seek, there are several ways for you to deal with any questions or other concerns you may have about the Code of Conduct.

- Associates are encouraged to discuss these issues with their immediate manager. Associates can also contact their Human Resources Representative, the Issue Resolution Office or the Director of Compliance and Ethics.
- Associates may also contact any member of the Ethics Committee for answers to questions concerning the interpretation, scope and application of this Code of Conduct. The Ethics Committee is comprised of Circuit City’s Senior Vice President of Human Resources, Chief Financial Officer and General Counsel. Associates may also raise questions by electronic mail at compliance_and_ethics@circuitcity.com.

2.3

How Do I Report a Possible Violation?

- Any Associate who believes that a violation of this Code of Conduct has occurred should promptly report their concern to his or her immediate supervisor, Human Resources Representative, the Director of Compliance and Ethics, or the Ethics Committee.
- In addition, Circuit City has established several hotline numbers where Associates can report concerns or instances of misconduct. ASSOCIATES MAY CONTACT ANY OF THE HOTLINES CONFIDENTIALLY, ANONYMOUSLY AND WITHOUT FEAR OF RETALIATION.

Circuit City Stores Inc:

- Circuit City Open Circuit line: 1-877-2-CIRCUIT
- Circuit City Issue Resolution Hotline: 1-877-6-CALL-IRO
- Circuit City Loss Prevention Hotline: 1-800-829-4414 or <http://lpms.corp.circuitcity.net/startstore.asp>
- Alertline for Accounting, Fraud and Ethics matters: 1-800-296-4948 or Alertline
PMB 3767
13950 Ballantyne Corporate Place
Charlotte, NC 28277

Circuit City Stores PR, LLC:

- Circuit City Open Circuit line: 1-877-2-CIRCUIT
- Circuit City Issue Resolution Hotline: 1-877-6-CALL-IRO
- Circuit City Loss Prevention Hotline: 1-800-829-4414 or <http://lpms.corp.circuitcity.net/startstore.asp>
- Alertline for Accounting, Fraud and Ethics matters: 1-800-296-4948 or Alertline
PMB 3767
13950 Ballantyne Corporate Place
Charlotte, NC 28277

InterTAN Canada Ltd:

- InterTan Bend My Ear Hotline: 705-728-2262, ext 4117 or bendmyear.com@thesourcecc.com
- InterTan Loss Prevention Hotline: 705-728-2100 or lossprevention@intertan.com
- Alertline for Accounting, Fraud and Ethics matters: 1-800-296-4948 or Alertline
PMB 3767
13950 Ballantyne Corporate Place
Charlotte, NC 28277

Circuit City Global Sourcing:

- Alertline to Report Ethics/Code of Business Conduct Violations:
Hong Kong: 800-962-881
Taiwan: 00801-10-4060

What Happens When I Report a Violation of the Code?

2.4

Your report will be promptly investigated. If your allegation is substantiated, corrective action will be taken. Allegations of a serious nature, including those related to fraudulent financial reporting, will be disclosed promptly to the Audit Committee of the Board of Directors.

The Company will not tolerate retaliation from any Associate in response to any Associate's use of the various systems and procedures implemented to foster communications or attempts to comply with this Code of Conduct or other Company policies. Any retaliation from an Associate must be reported to a Human Resources representative or to the Ethics Alertline. No attempt to limit an Associate's access to higher level management or, where accounting matters are involved, the Audit Committee of the Board of Directors, will be tolerated.

What Are the Penalties for Code of Conduct Violations?

2.5

The standards set forth in this Code of Conduct and related Company policies and procedures should be taken very seriously. Failure to comply with the Code of Conduct, policies or procedures can result in disciplinary action up to and including termination of employment.

Civil or criminal legal proceedings also may be commenced, if necessary, to enforce these procedures or to recover the amount of any improper expenditures, any personal gain realized and any financial detriment sustained by the Company. For U.S. Associates who are covered by the arbitration component of the Associate Issue Resolution Program, any enforcement or recovery will be through arbitration, rather than the courts. For Canadian Associates covered by a statutory complaint procedure that provides for arbitration (Nova Scotia and Quebec) any enforcement or recovery will be left to the applicable provincial law.

3.1 Confidential Information

What is “confidential information”? Confidential information is any information not generally known to the public about the Company and its business, customers and Associates. All Associates should take great care to protect Circuit City’s confidential information. Examples of confidential information include but are not limited to, personnel records, Company policies and procedures, financial, strategic or marketing information that has not been released to the public, and personal customer information.

3.2 What should I do to keep Company information confidential?

- Confidential information acquired in the course of business is to be used solely for internal Company purposes. An Associate’s obligation to keep company information confidential continues even after the Associate terminates employment with the Company.
- Associates may not transmit confidential information to any other person, internal or external, except when disclosure is legally mandated, authorized by the Company or required for the proper conduct of business transacted by or on behalf of the Company. If sharing of confidential information with a business partner is necessary, you must first contact the Legal Department to obtain an appropriate non-disclosure agreement.

3.3 Privacy

The Company is committed to respecting the privacy and dignity of its Associates and customers and honors applicable privacy laws and legislation. All Associates should comply with the Company’s policies and procedures related to privacy. Each Associate should take the utmost care to ensure that Company, customer or Associate (present, former and prospective) confidential information is protected from inappropriate use or disclosure and is being used only as necessary for internal business purposes.

A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of the Company. A conflict situation can arise when an Associate takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an Associate, or members of his or her family, receives improper personal benefits as a result of his or her position in the Company.

Associates are prohibited from entering into relationships, agreements or transactions with any individual or business that creates or even suggests an unethical business practice or a conflict of interest. Both the reality and the appearance of improper relations with vendors, potential vendors, competitors, or customers must be avoided.

If you or a member of your family or household experiences an actual or potential conflict of interest, it is your responsibility to report this situation to the Director of Compliance and Ethics or the Ethics Committee, who will help you address the situation. Please note that Associates are required to complete an annual statement of potential conflicts or exceptions designed to help identify and address potential conflicts of interest.

Potential conflicts of interest include, but are not limited to, the following situations:

- Associates with a material financial interest or investment in one of the Company’s competitors, suppliers or any other business that could cause divided loyalty or present even the appearance of divided loyalty.
- Associates serving as a member of the board of directors of a company or organization that might have a conflict of interest with the Company.
- Associates engaging in employment outside of the Company, or soliciting or performing work that competes with the Company’s business or that interferes with the Associate’s assigned duties with the Company;
- Associates performing consulting or advisory services for an external investment advisor service, analyst group, consulting group, hedge fund, investment bank, investor, or any other such firm.
- Associates providing goods, services or other assistance to a competitor of the Company.
- Associates with relatives or close personal relationships with individuals who are also employed by the Company.
- Associates accepting monetary gifts or gifts of goods or services from vendors, potential vendors, competitors or customers.
- Hiring of Associates formerly employed by the Company’s external audit firm.

4.2

Frequently Asked Questions:**• What is a material financial interest?**

If your professional or managerial responsibility includes working directly with information about a competitor, supplier, or other organization, you must not have any material financial interest in any such organization. The Company has not established a bright line definition of the term “material financial interest”. Rather, as a general matter, consider whether your ownership interest in this other company would tempt you to make a decision that could go against the Company’s interests. For example, if you own stock in a satellite radio service provider that is an actual or potential Company vendor, your ownership interest in that company may cause you to, or create the perception that you would, promote its interests over other vendors.

• Can my friends or relatives work for the Company?

The Company permits the employment of qualified relatives and friends as long as such employment does not, in the opinion of the Company, create actual or perceived conflicts of interest. Associates who are relatives of another Associate, or who have a close personal relationship where actual or perceived favoritism threatens or causes disruption in the work place, may not work in a direct or indirect supervisory relationship or within the same “chain of command.” For more information, please see the Employment of Relatives and Close Personal Relationships SOP.

• Can Circuit City hire someone who was previously employed by a competitor or by the Company’s external auditor?

The Company permits the employment of qualified individuals who have previously been employed by one of the company’s competitors, provided that the individual is not subject to any legal restrictions on such employment, such as a non-compete agreement.

The Company has placed restrictions on hiring candidates for certain financial and accounting positions if they have worked for the Company’s external audit firm during the previous year. The policy applies to anyone who has provided 10 or more hours of audit, review or attest services for the Company within the twelve months prior to the beginning of the Company’s fiscal year-end financial statement audit. This policy applies to all positions within the Company that have oversight for accounting and financial reporting matters

• When can I accept a gift from a vendor?

It is the Company’s policy that no Associate may give gifts of money to, or receive gifts of money from, vendors, potential vendors, customers or anyone else who has a business relationship with the Company. Non-monetary business gifts (including entertainment, tickets, favors or services) should not be accepted where the mere acceptance or value of the gift imposes an obligation on the recipient or could be perceived by others as imposing an obligation. As always, Associates must exercise sound business judgment in considering the application of this policy to specific situations. For further guidance, please see the “Gifts and Entertainment Guidelines” section of the Business Ethics/Standard of Conduct SOP.

- **An investment advisor service has approached an Associate on my team about performing consulting services about the consumer electronics industry. Can the Associate engage in this consulting?**

Associates who provide industry or company specific information to external parties such as investment advisors, analysts, consulting groups, hedge funds, investment banks or investors may be in violation of the Code of Conduct, the Insider Trading Policy and/or the Contacts with the News Media and Analysts SOP. Such requests should be forwarded to the Ethics Committee for their consideration.

5.1

No Associate, either individually or with or through a family member or relative, may take advantage of a business opportunity related to the Company's business that is made known to the Associate as a result of his or her employment with the Company. Associates owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Examples of prohibited actions include:

- Associates taking advantage of opportunities that are discovered through their relationship with the Company for personal gain;
- Using corporate property, information or position for personal gain;
- Competing with the Company; or
- Dealing in products sold or services performed by the Company.

The Company is committed to maintaining a drug-free workplace. Circuit City believes that all Associates are law-abiding citizens and support the Company's goal of a drug-free environment. The use of drugs (including alcohol on the job) is inconsistent with the behavior expected of Associates and subjects all Associates and customers to unacceptable safety risks, undermines our ability to operate effectively, erodes Company morale and is therefore prohibited.

The Company complies with federal, state and provincial laws regarding drug and alcohol dependency as a disability.

If you or a colleague may need help with a substance abuse program, we encourage you to contact your Human Resources representative.

6.1

Deal Fairly with Customers, Suppliers, Competitors and Other Associates

7.1

All Associates are expected to deal fairly with the Company's customers, suppliers, competitors and other Associates. Therefore, no Associate should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

The Company must comply with all laws — federal, state, provincial and local — applicable to its business and can be held accountable for the actions of its Associates. Violation of the law could seriously compromise the reputation and integrity of the Company and its Associates, as well as result in severe civil and criminal penalties against the Company and/or individual Associates. Therefore, Associates are expected to abide by all applicable laws in their conduct on behalf of the Company. Although Associates are not expected to know all aspects of the laws applicable to the Company, they are expected to exercise good judgment and, most importantly, to ask questions whenever in doubt.

8.1

The following are important areas of law that apply to the Company. The areas identified are not all-inclusive but are significant examples of legal requirements with which the Company must comply.

Accounting Procedures

8.2

The Company is required by law to maintain books, records and accounts that accurately and fairly reflect the Company's transactions and financial position. Each Associate must ensure that business records and accounts under his or her control are accurate and supported by appropriate documents in a form suitable for an audit. Such records include, but are not limited to, timesheets, invoices and expense reports. Those who have financial reporting responsibilities must ensure financial information reported is full, fair, accurate and timely. The Company expects cooperation from all Associates in fulfilling this obligation.

If you have complaints or concerns regarding accounting, internal accounting controls or auditing, please contact the Alertline for Accounting, Fraud and Ethics matters as described in the Putting the Code to Work section.

Advertising

8.3

The Company must comply with a variety of federal, state, provincial and municipal laws and regulations concerning advertising including, but not limited to, laws related to truth in lending, warranties and guarantees, comparative advertising, sales, use of the word "free", and laws which prohibit "bait and switch" advertising and practices.

In Canada, there is a general requirement that representations cannot be false or misleading. In addition, the province of Quebec specifically provides French language requirements for advertising and prohibits advertising to children under 13 years of age.

8.4 Antitrust and Competition

Antitrust or competition laws are designed to protect free enterprise and the competitive process and prohibit monopolies, restraints of trade and unfair trade practices. While complex and difficult to summarize, these laws generally prohibit:

- Agreements, either formal or informal, with competitors that establish or fix a price at which goods may be sold,
- Agreements, either formal or informal, with competitors, allocating sales in territories or markets or to customers,
- Discussions or other contacts with competitors that unfairly restrict trade or exclude competitors from the marketplace,
- Agreements with others to boycott customers or suppliers,

As these laws are complex, you should seek assistance from the Legal Department whenever you have a question relating any antitrust or competition issue.

8.5 Commercial Bribery, Gratuities, “Kickbacks”

No Associate or agent of the Company shall engage in giving, soliciting, receiving, or accepting, either directly or indirectly, any gratuity, or any bribe, kickback, or other improper payment from any employee or agent of any vendor, landlord, lessee, competitor, or other entity dealing with the Company.

8.6 Consumer Protection

Numerous federal, state, provincial and municipal laws protecting the consumer affect how the Company must conduct its business. To that end, Associates are expected to exercise prudent business judgment and the highest degree of care and fairness when dealing with the public on behalf of the Company. All Associates are expected to follow the Company’s rules and regulations regarding its low price guarantees and advertised items to assure fair dealings with all customers. All Associates must avoid violation of any federal, state, provincial or municipal law governing unfair or deceptive trade practices.

8.7 Copyrights and Trademarks

The unauthorized duplication or use of copyrighted materials, including copyrighted computer software, registered trademarks and patented inventions, is a violation of law and is prohibited. Written materials do not need to have the © symbol displayed to be protected under copyright laws, and a right to duplicate the work should not be inferred if the © symbol does not appear. Certain instances of use without permission, known as “fair use”, exist for both copyrights and trademarks. Questions regarding “fair use” and these laws should be directed to the Legal Department.

Discrimination and Sexual Harassment

8.8

The Company prohibits disrespectful behavior, discrimination, and other unfair employment practices under its Treating Associates with Respect philosophy. This underlying philosophy stipulates that the Company enforces all applicable laws and will not tolerate any form of discrimination or harassment. In Canada, Associates are expected to comply with the “Harassment Protection” policy, which outlines the Company’s philosophy.

United States and Puerto Rico laws exist to protect certain classes of persons from discrimination in hiring, firing and promotions, as well as wages, job assignments, fringe benefits and other conditions of employment. In the United States, protected characteristics include race, age, sex, color, national origin, creed, religion and disability. In Puerto Rico, additional protected characteristics include having been or being perceived as a victim of domestic violence or stalking, political ideas and affiliations, social condition, and marital status. The company enforces state laws regarding nondiscrimination, including state laws prohibiting discrimination or harassment based on sexual orientation. Similarly, in Canada, discrimination is prohibited by applicable human rights legislation that governs each province, respectively. Protected grounds of discrimination generally include race, ancestry, place of origin, color, ethnic status, age, religion, political conviction, language, social condition, family status, disability, sex and sexual orientation. The Company complies with and enforces all applicable laws.

In the United States and in Puerto Rico, sexual harassment in any form is improper and unlawful conduct, and the Company will not tolerate its presence in the work place. No person should be subjected to unwelcome verbal or physical conduct of a sexual nature. For additional detail, please review the Sexual Harassment SOP.

In Canada, sexual and psychological harassment in any form are improper and constitute unlawful conduct, and will not be tolerated by the Company. No person should be subjected to unwelcome verbal or physical conduct of a sexual or psychologically harassing nature, or an otherwise unlawful nature.

Complaints in this regard are swiftly and thoroughly investigated and prompt remedial action is taken. If validated, offending parties are subject to appropriate discipline up to and including termination.

Circuit City Global Sourcing Associates resident in our Asian offices are also expected to treat each other with respect and dignity, and are required to comply with applicable local laws and the policies and procedures set forth in their Staff Handbooks.

If you or someone you know is experiencing any inappropriate conduct, you should report the situation to your immediate manager, who must notify Human Resources immediately, so that appropriate steps can be taken to correct it. In the event that reporting to the Associate’s immediate manager is impractical (i.e., the manager is the offending party), Associates can contact Human Resources or the Ethics Alertline at the telephone numbers listed in the Putting the Code to Work section.

8.8
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Supervisory Associates have a heightened responsibility to notify their immediate manager and Human Resources if they are aware that harassment or discriminatory behavior has occurred, or if they suspect that such conduct is occurring. Any supervisory Associate who “looks the other way” and does not bring inappropriate conduct to the attention of management and Human Resources, is subject to disciplinary action, up to and including termination.

8.9

Environmental, Health and Safety Laws

The Company is committed to the health and safety of its Associates, as well as a safe environment. We will fully comply with all applicable environmental, health and safety laws and regulations. All waste products and hazardous materials should be stored, handled and disposed of in full compliance with all laws, regulations and Company practices. The unsafe storage of a potentially toxic or hazardous material or the release of such materials into the environment must be promptly reported to your immediate supervisor.

8.10

Insider Trading and Securities Laws

The Company is subject to various disclosure obligations under federal and state securities laws. In order to comply with these obligations, there should be full, fair, accurate, timely and understandable disclosure of material information in reports and documents that the Company files with, or submits to, the U.S. Securities and Exchange Commission and in other public communications made by the Company.

Some Associates have access to material inside information about the company. This is any non-public information that could influence an investor's decision to buy or sell or otherwise trade in Company securities or those of any other company with which the Company may have dealings. Associates shall not disclose inside information to anyone outside the Company or to co-workers unless the person receiving the information has a legitimate business-related need to know.

U.S. federal law and U.S. Securities and Exchange Commission regulations make it illegal for any Associate to either buy or sell securities on the basis of inside information, or to pass this information along to others who may buy or sell securities. Trading in the Company's securities based on non-public information may violate the securities laws and may subject the Associate and the Company to civil and criminal penalties. For additional information, please see the Insider Trading Policy.

Members of the Board of Directors and senior Company officers also have obligations to report transactions in the Company's stock to the U.S. Securities and Exchange Commission. Company procedures for their transactions, as well as those of other Associates who frequently receive inside information in order to perform their jobs, are available separately.

Relationships with Government Officials

8.11

In supporting good citizenship, the Company recognizes that Associates may choose to participate in the political process, including voluntary contributions to candidates or parties of their choice. When representing the Company, all relations with government officials should first be approved by the Ethics Committee and upon approval, must be conducted in a manner that will not adversely reflect on the Company or the government official. Associates are required to abide by all federal, state, provincial and local laws and regulations applicable to contacts with government officials. Questions regarding these laws should be directed to the Legal Department.

9.1 Company Asset Protection

Associates are responsible for protecting Company assets, which include cash, store inventory and other Company property, including proprietary information in any form. Supervisors and managers are specifically responsible for complying with and maintaining appropriate internal controls to safeguard those assets against loss from unauthorized use or disposition. In this way, supervisors and managers ensure that financial statements are prepared from reliable information, and provide a means for accounting for Company assets and liabilities. All Associates are responsible for abiding by these internal controls.

No Associate shall commit or contribute to acts of dishonesty against the Company such as fraud, theft, embezzlement or misappropriation of corporate assets. In addition to appropriate disciplinary action, a criminal complaint may be filed against the offending Associate when the evidence, circumstances and the Company's interests so warrant.

9.2 Maintaining Computer and Network Security

Computers and their associated software, data and operations are the backbone of the Company's network and operations infrastructure. Therefore, Associates must protect and maintain the confidentiality and integrity of information used to access the company's electronic systems such as communications and computer networks, and including, but not limited to, ID's and passwords, hand-held authentication devices, pass codes, and building access key cards. Associates must also comply with all Company policies and procedures related to the use of Company electronic systems, digital information and data.

9.3 Associate Work Product

As an employee of the Company, your work product is not created for personal use and is considered a Company asset. All inventions designed or created by an Associate are property of the Company. All patents which may be granted for any invention (including all divisions, reissues, continuations and extensions) in the United States or any other country shall belong to and be issued in the Company's name. The Associate inventor will execute assignments and any other formal confirmations of the Company's rights in this regard as may be legally necessary to confirm the Company's ownership of its assets.

This Code of Conduct applies to the members of the Company's Board of Directors. Annually, Directors are required to acknowledge their compliance with the Code of Conduct and complete a statement of potential conflicts of interest. Directors are also required to disclose any actual or potential conflicts of interest to the Board and may be required to recuse themselves from any related decision making.

10.1

Directors should contact the Lead Director for all questions regarding the interpretation, scope and application of this Code of Conduct. Directors may also contact the Lead Director or the Ethics Committee to report any suspected violations of this Code of Conduct that concern a Director or Officer of the Company or any instances of retaliation involving a Director. The name of the current Lead Director may be obtained from the Company's Web site.

11.1

The Code of Conduct has been approved and its circulation authorized by the Company's Board of Directors. Waivers of its provisions are not permitted. It may be amended only by the Board of Directors.

This Code of Conduct provides a broad range of information, policies and procedures about the standards of integrity and business conduct that the Company expects us to understand and follow. It does not address every situation or set forth every rule or policy, nor is it a substitute for personal responsibility and accountability to exercise good judgment and obtain guidance when required or necessary.

12.1

This Code of Conduct is not a contract of employment and does not create any contractual rights of any kind between the Company and its Associates.



Notes





Circuit City Stores, Inc.
9950 Mayland Dr.
Richmond, Virginia 23233