ALTRA HOLDINGS, INC.

POLICY ON INSIDER TRADING
AND
COMMUNICATIONS WITH THE PUBLIC

I. INTRODUCTION AND STATEMENT OF PURPOSE

This Policy on Insider Trading and Communications with the Public ("Policy") applies to: (a) trading in common stock, debt, warrants or any other security of Altra Holdings, Inc., and all direct and indirect subsidiaries and other affiliates of Altra Holdings, Inc., located in and outside the United States (collectively, the "Company"); (b) communications to persons or entities outside the Company of material, non-public information about the Company; and (c) trading in the securities of other companies or entities with which we have conducted, are conducting, or intend to conduct, business, or sharing with anyone outside the Company any material, non-public information about these other companies or entities, as outlined in Part III.B.3. below.

This Policy applies to: (a) all directors, officers and other employees of the Company; (b) all agents and/or consultants of the Company who have access to or receive material, non-public information about the Company or any other company or entity identified in Part III.B.3 below, in the course of their engagement by or association with the Company; and (c) certain other related persons and entities identified in Part III.A. below.

We have adopted this Policy to ensure compliance with the federal securities laws, and also to avoid even the appearance of improper conduct by anyone associated with the Company. We have all worked hard to establish the Company's reputation for integrity and ethical conduct, and cannot afford to have it damaged.

What is Insider Trading?

Perhaps the easiest way to violate the antifraud provisions of the federal securities laws is to engage in "insider trading". Expressed in the simplest terms, illegal insider trading occurs when a person who is aware of material, non-public information about a company buys or sells that company's securities. A director, officer or other employee, agent, consultant, or any other advisor owing a duty of trust and confidence to the Company, such as the Company's accountants or outside attorneys, also may violate the insider trading laws if he or she communicates – or "tips" – material, non-public information to another person or entity without authorization by the Company, which person or entity in turn trades on the basis of this information. We define the terms "material" and "non-public" in Part III.B. of this Policy.

The insider trading (including tipping) prohibitions are not limited to common stock of the Company. Under the law, insider trading in any security of the Company, including debt or warrants, is illegal. This Policy also applies to trading in the common stock or other securities of companies or other entities with which the Company has conducted, currently conducts, or intends to or may conduct, business; examples include past, current and potential customers and suppliers of the Company. See Part III.B.3. below.

Who is Authorized to Communicate with Shareholders, Analysts, and Others Outside the Company?

As a public company, the Company is engaged in ongoing communications with investors, securities analysts and the business financial press. It is against the law – specifically, Regulation FD adopted by the U.S. Securities and Exchange Commission (the "SEC") – as well as Company policy, for any person acting on behalf of the Company selectively to disclose material, non-public information to securities professionals (including, for example, buy and sell-side analysts, institutional investment managers and investment companies) or investors in any security of the Company (*e.g.*, common stock, debt, warrants, etc.) under circumstances where it is reasonably foreseeable that the investor may be likely to trade on the basis of such information, unless the information has first or simultaneously been disclosed to the public. Part VI of this Policy designates those Company personnel who are authorized to speak on behalf of the Company, and makes clear that anyone who communicates without proper authorization any information regarding the Company (and any other company or entity identified in Part III.B.3., below) not only will violate this Policy but also may violate the anti-tipping provisions of the insider trading laws.

The Chief Financial Officer (or his designee) will administer this Policy. Accordingly, you should direct any questions you may have regarding compliance to the Chief Financial Officer at (781) 917-0541 or christian.storch@altramotion.com. We encourage you to consult freely and often with the Chief Financial Officer if you have any doubt as to whether a particular transaction or communication is covered by this Policy and/or the federal securities laws.

Compliance with this Policy is an essential component of the terms of employment (or other service) for each director, officer, employee, agent and consultant of the Company. If you are aware of "material, non-public information," as defined below in Part III.B., you must refrain from trading in Company securities, you must not advise anyone else outside the Company to do so, and you must not communicate such material, non-public information to anyone else outside the Company for any purpose until that information has been widely disseminated to the public. This Policy also prohibits insider trading (including tipping) involving securities of any other company or entity with which the Company has conducted, is conducting or plans to conduct business, as well as communication outside the Company of material, non-public information relating to any other such company or entity.

II. THE CONSEQUENCES OF ILLEGAL INSIDER TRADING

Insider trading is a serious crime. Not only does it damage those directly involved, but it also adversely affects the company whose directors, officers and other employees, agents, consultants, or securities, were the subject of the offense. A company's reputation for integrity and honesty is an important corporate asset that can be harmed significantly through an insider trading investigation conducted by the SEC, the U.S. Department of Justice ("DOJ") or other enforcement authorities, even if no charges ultimately are brought. The consequences of violations of the federal securities laws governing insider trading (including tipping) are serious:

- **For individuals** who trade on inside information (or tip such information to others):
  - civil penalty of up to three times the profit gained or loss avoided;
  - criminal fine (no matter how small the profit) of up to $5 million;
  - jail term of up to 25 years;
  - disgorgement of profits;
  - cease-and-desist order to stop the violation, and penalties for violations of such orders or the federal securities laws; and
  - the SEC may seek to bar an individual found to have engaged in insider trading from serving as an officer or director of the Company or any other public company filing reports with the SEC.
- **For a company** (as well as possibly any supervisory person) that fails to take appropriate steps to prevent illegal trading or tipping by an employee, director or other person or entity covered by that company's policy:
  - civil penalty not to exceed the greater of $1 million or three times the profit gained or loss avoided as a result of the employee's violation; and
  - criminal penalty of up to $25 million.
- **Illegal Tipping.** As discussed, the federal securities laws impose liability on any person who "tips" (the "tipper"), or **communicates** material, non-public information to another person or entity (the "tippee"), who then trades on the basis of the information. Penalties may apply regardless of whether the tipper derives any benefits from the tippee's trading activities.

- **Prevention of Insider Trading and Tipping by Others.** The Company, its directors, officers and some supervisory personnel as designated from time to time by the Chief Financial Officer (or his designee), could be deemed "controlling persons" under the federal securities laws and therefore subject to potential liability for insider trading (including tipping) based on another person's violations. Accordingly, it is important for these personnel to maintain an awareness of possible insider trading violations by persons under their control and to take measures where appropriate to prevent such violations. Directors, officers and other supervisory personnel who become aware of a potential violation of the insider trading prohibitions and/or violation of this Policy must immediately advise the Chief Financial Officer (or his designee) and must take steps where appropriate to prevent persons under their supervision from misusing material, non-public information regarding the Company or any other company or entity covered by this Policy (see Part III.B.3. below).

- **Other Sanctions.** Company-imposed sanctions, including dismissal for cause, could result if a director, employee or other covered person fails to comply with, or otherwise violates, this Policy.

III. COMPANY POLICIES AND PROCEDURES

A. What Persons and Entities are Covered by this Policy?

This Policy applies to Company directors, officers and other employees, as well as any agent or consultant who has access to or has received material, non-public information, about the Company (or any other company or entity identified in Part III.B.3.) in the course of an engagement by or association with the Company, together with certain other persons or entities affiliated with or related to any of the foregoing (as described in the next paragraph). Each of the foregoing is a "Covered Person" or "Covered Entity" (as appropriate) subject to this Policy.

Because of their relationships with the Company or its directors, officers, employees, and the above-specified agents or consultants, certain persons or entities outside the Company may have access to material, non-public information regarding the Company. Examples of persons and/or entities who would be covered by the Policy because of a relationship with the Company and/or any of its directors, officers, employees, and specified agents or consultants, include, but are not limited to: (1) for the Company, any entity or person that might be deemed an "affiliate" of the Company within the meaning of the federal securities laws[*]; and (2) for any individual serving as a director, officer, employee, or agent or consultant of the Company, (a) family members, whether or not living with you, and any non-family member who lives in your household, or who is otherwise deemed to be under your control, and (b) trusts or other investment vehicles, such as limited partnerships, that you control, or from which you derive more than minimal economic benefit.[*]

As you will note, which specific provisions of this Policy will apply to you will depend upon your position and/or relationship with the Company. All Covered Persons or Covered Entities must comply with the general ban on insider trading outlined in Part III.B. below, and to Restricted Trading or Blackout Periods made applicable to them as described in Part IV.B below and the communications policy outlined in Part VI. below. Additional restrictions, including the general "Blackout Period" provisions in Part IV.A below and the pre-clearance provisions set forth in Section V. below apply only to Company directors, officers, and certain employees whom the Chief Financial Officer (or his designee) determines are "key

[*] The term "affiliate" is defined by the SEC in terms of the concept of "control." Specifically, "an 'affiliate' of, or a person 'affiliated' with, a specified person, is a person that directly, or indirectly through use of one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified." The term "'control' means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract, or otherwise." Rule 12b-2 under the Securities Exchange Act of 1934, as amended.

[*] The term "control' as used in subparagraphs (a) and (b) has the same meaning as set forth in the preceding footnote.

employees" because they may have special access to material, non-public information regarding the Company (or other companies or entities described in Part III.B.3. of this Policy). Examples include an employee who participates in the preparation of the Company's earnings releases or the negotiation of a major transaction for the Company that has not yet been publicly announced, or who has knowledge of proprietary information regarding any of the Company's products or services.

Each Covered Person or Covered Entity has the responsibility to comply fully with this Policy. Appropriate judgment should be exercised in connection with any transaction in Company securities (or the securities of any other company or entity covered by Part III.B.3. of this Policy) that might be deemed to be illegal insider trading, as well as any communication with persons or entities outside the Company of material, non-public information about the Company (or such other companies or entities). From time to time you may have to forego a proposed securities transaction even if you believe you may suffer an economic loss or forego anticipated profit by waiting.

Each Covered Person or Covered Entity must read this entire Policy in order to understand fully what is required, and also notify the related persons or entities outlined in (2)(a)-(b) of this Part III.A. above of the requirements of this Policy. This is very important, because violations of the Policy by these persons or entities may be attributed to you due to your position with or work for the Company.

Upon reading this Policy, all directors, officers and key employees subject to the special restrictions imposed by Part IV.A and Part V. of this Policy must sign, and return to the Chief Financial Officer, the form of certification attached to the Policy.

This Policy will continue to apply to directors, officers and key employees for the later of at least six months after separation from the Company for any reason, or such longer time as a particular director, officer, or key employee is aware of material, non-public information regarding the Company (or any of the companies or entities within the scope of Part III.B.3. of this Policy). The Policy will continue to apply for all other Company employees, agents and/or consultants subject to this Policy for so long as a particular person or entity is aware of material, non-public information regarding the Company (or any of the companies or other entities within the scope of Part III.B.3. of this Policy).

B. What Conduct is Covered By This Policy?

Prohibition of Insider Trading, Tipping and Any Other Unauthorized Communication. It is the policy of the Board of Directors of the Company that no Covered Person or Covered Entity may buy or sell any securities of the Company while aware of "material," "non-public" information until the Company has disclosed that information to the public, and the public has had sufficient time to absorb it. Nor may any Covered Person or Covered Entity aware of material, non-public information about the Company communicate this information to anyone outside the Company except as authorized by Part VI of this Policy. When in doubt, you must assume that any such information is material and non-public.

1. ***What is "Material Information"?***

As a practical matter, it is sometimes difficult to determine whether you have become aware of material, non-public information in the course of performing your duties for the Company. The key to determining whether confidential information regarding the Company (or other company or entity covered by this Policy under Part III.B.3.) is "material," and therefore cannot be disclosed outside the Company under the federal securities laws and this Policy, is whether dissemination of such information would be likely to affect the market price of a company's securities or would be likely to be considered important by investors who are considering trading in that company's securities. Certainly, if such information makes you want to buy or sell a Company security (or a security of another company or entity as discussed below in Part III.B.3.), it would probably have the same effect on others.

To help you make these difficult materiality determinations, information relating to the following items should generally be considered "material." Remember that this list is not all-inclusive; what is material in a particular set of facts and circumstances may vary.

a. financial results or forecasts (*i.e.*, past or future earnings or other measures of financial performance), including changes in previously released earnings reports or estimates;

b. significant increases or decreases in business volume;

c. extraordinary borrowings;

d. major new products and/or services;

e. mergers, acquisitions, joint ventures, licensing agreements, acquisition or disposition of a business segment or unit, or other significant changes in assets;

f. proposed or pending public or private sales of debt, equity or other securities;

g. stock split or stock dividend;

h. establishment or modification of a Company program to repurchase its shares;

i. call of debt or other securities for redemption;

j. major contract awards or cancellations;

k. top management or control changes;

l. significant write-offs or write-downs;

m. significant litigation – actual or potential;

n. possible grant or denial of regulatory approvals;

o. impending financial or liquidity problems; and

p. changes in the Company's auditors, or a notification from its existing auditors that the Company may no longer rely on the auditors' report.

Information also may be material to the Company, even though it relates primarily to another person or entity, if the information could be expected to have an impact on the Company. Thus, for example, information that a major Company shareholder intended to announce a significant initiative relating to the Company or its securities, may be material information with respect to the Company.

Finally, it is important to remember that both positive and negative information can be material from the perspective of an investor deciding whether to buy, sell or hold securities of the Company (or other covered company or entity described in Part III.B.3., below), even if Company personnel may not necessarily consider that information important. You must place yourself in the shoes of the "reasonable" holder of Company securities, and ask questions of the Chief Financial Officer if you have any doubts regarding the materiality of a particular item of information.

2. *What Is "Non-public" Information?*

Information is considered "non-public" if it has not been disseminated in a manner making it available to investors generally. For example, information is non-public if it has not been disclosed to the general public by the Company through a press release carried by a national wire service, an SEC Form 8-K or other SEC filing, or some other method that similarly effects broad public disclosure of the information.

Directors, officers, employees, agents and consultants (and other Covered Persons or Covered Entities as defined in Part III.A., above) must wait a "reasonable" amount of time after public disclosure of material information before trading or engaging in any other transaction involving the Company's securities. Generally speaking, this means that you must wait until at least two business days after a particular item of material, non-public information has been disclosed to the public by the Company in the form of a press release, Form 8-K or other SEC document, or a conference call or webcast of such a call that is open to the public at large and has been the subject of adequate advance public notice before engaging in a transaction involving Company securities, as further discussed in Part V of this Policy. In all cases, persons subject to mandatory pre-clearance under Part IV. of this Policy must obtain clearance from the Chief Financial Officer in advance of any transaction in Company securities.

3. *Applicability To Other Companies or Entities*

In the course of performing your duties for the Company, you may have access to material, non-public information about another, unaffiliated company or entity with which the Company is, or may be considering, doing business. It is therefore important to remember that insider trading (including tipping) barred by this Policy is NOT restricted to the securities of the Company. This Policy also prohibits trading (including tipping) by any Covered Person or Covered Entity of the securities of another company or entity on the basis of material, non-public information that you may learn while performing your duties for the Company. For example, mere awareness of material inside information (favorable or unfavorable) about a Company customer or supplier (or prospective customer or supplier) obtained by Company employees in the course of negotiating with such customer or supplier could result in insider trading liability if these employees were to trade in the securities of the customer or supplier. Or you may become aware of material, non-public information about another company in connection with a particular Company transaction under consideration, such as a merger or acquisition. Accordingly, this Policy applies to material, non-public information regarding any company or other entity with which the Company has conducted, is conducting or may conduct business.

4. *Prohibited Transactions for Covered Persons or Covered Entities*

Because we believe it is improper and inappropriate for any Company director, officer or other employee, agent or consultant (or any related person or entity identified in Part III.A. of this Policy) to engage in short-term or speculative transactions or hedging or monetization transactions involving Company stock or other securities, it is the Company's policy that no Covered Person or Covered Entity shall engage in any of the following activities with respect to securities of the Company.

⇒ **No Short Sales.** No Covered Person or Covered Entity may engage in selling the Company's securities "short" – that is, selling securities that are not owned by the particular director, employee or other Covered Person or Covered Entity) (A person who sells "short" is betting that the price of the security is going down – he or she borrows the security, sells it, and expects to be able to return the securities by repurchasing them at a lower price in the future.)

⇒ **No Buying or Selling of "Derivative Securities."** No Covered Person or Covered Entity may buy or sell puts (*i.e.,* options to sell), calls (*i.e.,* options to purchase), future contracts, or other forms of

derivative securities relating to the Company's securities. For these purposes, a security will be considered a derivative of another security if its value is derived from the value of the other security.

⇒ **No Hedging or Monetization Transactions.** No Covered Person or Covered Entity may engage in hedging, monetization transactions or similar arrangements involving the Company's securities, such as zero-cost collars and forward sale contracts. These hedging and monetization transactions allow an owner of securities to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow the owner to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the interests of the owners and the interests of the Company and its shareholders may be misaligned and may signal a message to the trading market that may not be in the best interests of the Company and its shareholders at the time it is conveyed.

5. ***Prohibited Transactions for Directors and Officers***

⇒ **No Margin Accounts and Pledges.** Each Company director or officer is prohibited from purchasing the Company's securities on margin, borrowing against any account in which the Company's securities are held, or pledging the Company's securities as collateral for a loan. Securities held in a margin account may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. A margin sale or foreclosure sale may occur at a time when the pledgor is aware of material non-public information or otherwise is not permitted to trade in the Company's securities pursuant to a Blackout Period restriction. This prohibition does not apply to pledges of the Company's securities in effect prior to February 12, 2013, provided, however, that the such existing pledges shall be minimized and terminated as soon as practicable.

6. ***No Exception For Otherwise Necessary or Justifiable Transactions***

Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are <u>not excepted</u> from the insider trading laws or from the Company's Policy.

7. ***Reliance On Non-Public Information Not Required***

The fact that an officer, director, employee, agent or consultant (or other Covered Person or Covered Entity identified in Part III.A., above) who is aware of material, non-public information may have relied on other factors in purchasing or selling Company securities (or tipping another person or entity who purchases or sells such securities) will not absolve that person or entity from liability. In other words, your <u>mere awareness</u> of such information may be sufficient to render you liable under the federal securities laws and this Policy for any noncompliance.

IV. RESTRICTED TRADING OR "BLACKOUT" PERIODS

A. General

No director, officer or key employee described in Part III.A of this Policy (and no related person or entity described in Part III.A) may conduct transactions involving the purchase or sale of the Company's securities during the following periods (the "Periods" or "Blackout Periods"); nor may the Chief Financial Officer authorize such transactions under Part V.

* **The period in any fiscal quarter commencing at the close of business on the eleventh business day prior to the end of any fiscal quarter (<u>i.e.,</u> such Blackout Period shall include the last ten business days of any fiscal quarter) and ending at the close of business on the second business day following the date of public disclosure of the financial information for such fiscal quarter or year.**

* **Any Other Period designated in writing by the Chief Financial Officer (or his designee) pursuant to Part IV.B., below.**

***** The Blackout Periods are of general applicability only and do not serve to permit otherwise illegal trades or tipping. Events or developments occurring outside the Blackout Periods may cause some Covered Persons or Covered Entities to be aware of material, non-public information – persons with such information may not trade or communicate this information outside the Company. **Each director, officer and key employee (and their related persons or entities identified in Part III.A., above) must not trade, even outside a Blackout Period or with authorization from the Chief Financial Officer, if he or she is actually aware of material non-public information. Nor may any of the foregoing communicate such information to any person or entity outside the Company in contravention of Part VI of this Policy.**

B. Other Restricted Trading or "Blackout" Periods

There may be material non-public information available to Company personnel and/or directors even outside the normal Blackout Periods, for example, when a proposed acquisition is pending but has not been announced. In those instances, the Company may establish a restricted period for trading in the Company's securities (and, where covered, in securities of another company) for those who might have access to such information. With the single exception of "pension fund blackout periods" described in the next paragraph of this Part IV.B., which must be publicly disclosed under the relevant SEC rules, the Chief Financial Officer (or his designee) shall determine whether to advise any Covered Person or Covered Entity, including but not limited to directors, officers and key employees subject to pre-clearance under Part V of this Policy, of establishment of a particular Blackout Period.

Under certain circumstances, the Company may establish a restricted period that applies to its tax-qualified employee benefit plans, if any, that are subject to Section 306 of the Sarbanes-Oxley Act of 2002 regarding pension fund blackout periods. During such so-called "pension plan blackout periods," Company directors and officers may not conduct transactions involving the purchase or sale**,** acquisition or transfer of any Company securities that they acquired in connection with their service or employment as directors or officers. If a director or officer believes that this restriction does not apply because the transaction would involve Company securities that were not acquired in connection with their service of employment, he or she must make his or her case in obtaining pre-clearance from the Chief Financial Officer (or his designee). This restriction applies any time a pension plan blackout period announced by the Company will last more than three days and will prevent at least 50% of the plan's participants and beneficiaries from trading in Company securities held in their plan accounts.

V. SPECIAL RESTRICTIONS APPLICABLE TO TRADING IN SECURITIES BY DIRECTORS, OFFICERS AND KEY EMPLOYEES

A. Mandatory Pre-Clearance

In light of the prohibition against trading while aware of material inside information and the severity of the penalties for insider trading violations, the Board of Directors believes it is in the best interests of the Company to operate under a "pre-clearance" procedure. Pursuant to this procedure, all directors, officers and key employees (and related persons or entities identified in Part III.A. of this Policy), must clear his or her trade in the Company's stock or any other security with the Chief Financial Officer (or his designee) *before* the trade may occur. The Board of Directors considers a "pre-clearance" procedure to be a prudent method of protecting both the Company and its directors, officers and other employees from potential exposure to the risks of insider trading liability.

Remember, this Part V.A., as well as the rest of this Policy, continues to apply even after you have terminated your employment, or resigned your board seat, for as long as you have material, non-public information about the Company (or six months after you leave the Company, whichever is longer, as discussed in Part III.A. above).

Any director, officer or key employee seeking to pre-clear a trade in the Company stock (or other security) must notify the Chief Financial Officer (or his designee) in writing of the desire to conduct a trade at least **two** (2) business days before the date of the proposed transaction. The request for pre-clearance must provide a description of the proposed transaction, must state the date on which the proposed transaction will occur, and identify the broker-dealer or any other investment professional responsible for executing the trade. If, after receiving pre-clearance, the transaction does not occur on the date proposed, the requestor must reinstitute the pre-clearance

process. The Chief Financial Officer (or his designee) is obligated to inform the requesting individual of a decision with respect to the request as soon as possible after considering all the circumstances relevant to a determination. Once the Chief Financial Officer (or his designee) has responded to a request, a written record of the request and the decision must be prepared and filed in the Company's records.

As a general matter, no trades are to be authorized during the applicable Blackout Period preceding the release of quarterly or annual financial information or during the two-business day period following such release. (*See* Blackout Periods, Part IV.A. above.) Nor will pre-clearance requests be granted during any other Blackout Periods, as defined in Part IV above. Except for Blackout Periods based on pension fund blackouts discussed in Part IV.B. above, and unless public disclosure by the Company is otherwise required under the federal securities laws, the Chief Financial Officer (or his designee) may exercise discretion in determining whether to alert the requestor of the reason(s) for denial of pre-clearance, whether based on the pendency of a Blackout Period or any other reason.

Each director, officer and key employee is responsible for obtaining pre-clearance under this Policy of purchases or sales by any related person or entity identified above in Part III.A.

Even if approval to trade pursuant to the pre-clearance process is obtained in writing from the Chief Financial Officer (or his designee) or pre-clearance is not required for a particular transaction under this Part of the Policy (*see* below), the requestor (and/or any other related person or entity identified in Part III.A. above) may **NOT** trade in Company securities if aware of material, non-public information about the Company or any of the companies covered by this Policy. The Policy does not require pre-clearance of transactions in any other company's securities unless otherwise indicated in writing by the Chief Financial Officer.

Within one (1) business day of completing any purchase or sale of Company securities that has been pre-cleared by the Chief Financial Officer (or his designee), either you or your broker-dealer (or other agent effecting the transaction on your behalf (or on behalf of any related person or entity identified in Part III.A. above) should deliver to the Chief Financial Officer a copy of documentation confirming such transactions. The Policy does not require you to submit confirmations of transactions in other companies' securities unless otherwise indicated in writing by the Chief Financial Officer.

Pre-clearance is <u>not</u> required for the following transactions in Company securities:

- purchases or sales of securities through any tax-qualified employee benefit plan of the Company;

- transactions effected in accordance with a written trading plan or arrangement that has been "properly established" by a director or officer under SEC Rule 10b5-1(c) – this means in compliance with all terms and conditions of the Rule, and with the prior approval of the Chief Financial Officer (or his designee). If you wish "properly" to establish a 10b5-1 trading plan within the meaning of this Policy, you must submit the draft plan to the Chief Financial Officer for approval no less than two weeks before you intend to, or the plan otherwise contemplates a, trade thereunder. Such a plan may not be established during a Blackout Period or any other time during which you are aware of any material, non-public information regarding the Company. You also must request pre-clearance for any modification or termination of any such plan once established.

VI. COMMUNICATIONS WITH THE PUBLIC

A. General Considerations

Contacts with investors and analysts are important; they affect the views and attitudes of key market participants toward the Company. If improperly conducted, those contacts might expose the Company to liability for material misstatements. Additionally, any person who makes an unauthorized selective disclosure of material, non-public information to an analyst, investor or other person outside the Company could potentially be held liable for illegal tipping if the information recipient trades in Company securities (*see* discussion elsewhere in this Policy regarding "tipping"). If a violation of the Policy is viewed by the SEC as having caused the Company to violate Regulation FD, which could occur if the Company is unable to persuade the SEC that your communication was unauthorized and/or otherwise contrary to this Policy, the Company also may be subject to an SEC enforcement action. And you might be sued by the SEC as a "cause" of the Company's FD violation.

The Company has well-established and carefully followed practices designed to protect its reputation and minimize exposure to legal liability. This Policy formalizes the Company's practices.

B. Authorized Spokespersons

Senior officials of the Company, or any other director, officer, employee or agent of the Company who regularly communicates with investors and/or securities professionals, may be deemed to be persons "acting on behalf of" the Company for purposes of Regulation FD. Such persons therefore may subject the Company to possible SEC enforcement action for violation of Regulation FD if he or she orally, or in writing, communicates material, non-public information to market professionals and investors in situations where the Company has not either previously, or simultaneously, released that information to the public pursuant to one or more of the following methods:

1. a Form 8-K or other document filed with, or submitted to, the SEC;

2. a press release; or

3. a conference call or webcast of such call that is open to the public at large (albeit solely on a "listen-only" basis where an authorized spokesperson deems it appropriate), and has been the subject of adequate advance notice within the meaning of Regulation FD.

It is the Company's intent to limit the number of spokespersons authorized to communicate on behalf of the Company with any person or entity outside the Company – both to ensure the Company's compliance with Regulation FD and otherwise to protect the confidentiality of sensitive business or financial information regarding the Company. Accordingly, the Company has designated in writing the Executive Chairman, the President and Chief Executive Officer, the Chief Financial Officer and the Vice President of Marketing and Business Development, as the sole "Authorized Spokespersons" for the Company. These officers typically lead or participate in the presentations made in connection with the Company's quarterly earnings or other conference calls. In the first instance, inquiries from securities analysts, investors and financial reporters should be referred to the Vice President of Marketing and Business Development. From time to time, other employees or members of the Board may be designated by such Authorized Spokespersons to respond to specific inquiries or to make specific presentations to the investment community as necessary or appropriate, in which case they too shall be deemed "Authorized Spokespersons" for purposes of this Policy.

All inquiries regarding the Company or its securities made by any person or entity outside the Company, including but not limited to securities analysts, members of the media, existing shareholders and/or and potential investors (except in the context of planned and authorized presentations) with regard to the Company's business operations or prospects as well as the Company's financial condition, results of operations, or any development or plan affecting the Company, should be referred immediately and exclusively to Investor Relations or to an Authorized Spokesperson.

C. Inadvertent Disclosure

Should you become aware of facts suggesting that material, non-public information (as defined in Part III.B., above) may have been communicated in violation of this Policy to a securities professional, an investor or potential investor, or a member of the media – regardless of whether you know who within the Company made the communication or whether it was oral, written or made by electronic means (*e.g.*, e-mail, Internet chat room, etc.), please notify immediately the Chief Financial Officer (or his designee). In certain circumstances, steps can be taken promptly upon discovery of the selective disclosure to protect both the Company and the individual director, officer or employee responsible for that communication. Regulation FD, for example, gives a brief period, generally 24 hours, after discovery of a careless or inadvertent selective disclosure to avoid potential SEC enforcement action by fully disclosing the information in question to the public.

D. Advance Review Of Speeches And Presentations

Whenever practicable, the Company will encourage investor and analyst conferences in which the Company's directors, officers or employees participate to be open to the public and simultaneously webcast. If not expressly authorized by this Policy (*see* Part VI.B.), such person must obtain authorization from the Vice President of Marketing and Business Development. The planned or pre-scripted portion of any conference presentation regarding the Company by a director, officer or employee who is seeking or has obtained the necessary authorization should be reviewed in advance by at least one of the Authorized Spokespersons. If the conference is not open to the public, consideration should be given to appropriate advance or simultaneous public dissemination of the material to be presented. Special care should be taken in the case of statements made in the context of informal or one-on-one meetings with analysts or investors to avoid the inadvertent disclosure of material, non-public information.

E. Responding To Rumors

Rumors and media reports concerning the business and affairs of the Company may circulate from time to time. It is the Company's general policy not to comment upon such rumors and/or to publish corrections about inaccurate or incomplete media statements. Individual directors, officers and other employees should not comment upon or respond to such rumors and/or media reports and should refer any requests for comments or responses to the Vice President of Marketing and Business Development.

F. Broad, Public Dissemination

It is the Company's policy to disseminate material information broadly throughout the marketplace. In disclosing material information, the Company follows a regimen intended to disseminate the news broadly. Specifically, the Company has a policy of disclosing information to the public pursuant to any or all of the means described above in Part VI.B., above.

Material information should not be disclosed initially in investor forums to which access may be limited (such as investor conferences and "one-on-one" meetings with investors or analysts). Such limited disclosure can create an unfair advantage for such persons. For purposes of these discussions, the key litmus test is that material information must be disseminated broadly before or as it is discussed with any investor or analyst.

VII. ADDITIONAL ASSISTANCE

No Policy can address every situation that arises in the day-to-day exchanges with market participants. Any questions regarding the application of this Policy to specific transactions in securities or communications of material, non-public information outside the Company should be referred to the Chief Financial Officer.

VIII. CERTIFICATIONS UNDER THE POLICY

The Board of Directors believes it is prudent to require each individual director, officer and key employee subject to the restrictions imposed by Part V of this Policy to certify initially and on a regular basis that such individual has read and is in compliance with this Policy and will abide by the provisions set forth herein in the future. The Chief Financial Officer (or his designee) will be responsible for circulating certifications at least annually.

VIII. VIOLATIONS OF THE POLICY

In view of the seriousness of these matters, and in addition to the legal consequences described elsewhere in this Policy, the Company will discipline any person who violates these policies by any appropriate means, including dismissal.

Remember, any of the consequences for violation of this Policy, and even an investigation that does not result in the finding of a violation, can tarnish your reputation and irreparably damage you and the Company.

CERTIFICATION

I, _____, certify that I have received, read and understood the attached **Altra Holdings, Inc. (the "Company") Policy on Insider Trading and Communications with the Public**, adopted by the Board of Directors of the Company. I further certify that I am in compliance with, and will continue to adhere to, the policies and procedures set forth therein and understand that my failure so to adhere could subject me to dismissal from the Company or removal from the Board of Directors for cause.

Date:_____

_____
Signature

Adopted: February 11, 2013