

COMDISCO HOLDING COMPANY, INC.

CODE OF CONDUCT APPLICABLE TO CHIEF EXECUTIVE OFFICER

AND AUTHORIZED REPRESENTATIVES

It is critical to the success of Comdisco Holding Company, Inc. (the "Company"), the performance of the Disclosures Control Committee and in the best interests of its stockholders that its employees conduct themselves honestly and ethically. In particular, the Chief Executive Officer and the Authorized Representatives are required to observe the highest standards of ethical business conduct, including strict adherence to this Code of Conduct Applicable to Chief Executive Officer and Authorized Representatives and the Company's Code of Conduct applicable to all employees. Accordingly, each of the foregoing must comply with the letter and spirit of the following:

- I. Each person will act at all times honestly and ethically, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. For purposes of this Code, the phrase "actual or apparent conflict of interest" shall be broadly construed and include, for example, direct conflicts, indirect conflicts, potential conflicts, apparent conflicts and any other personal, business or professional relationship or dealings that has a reasonable possibility of creating even the mere appearance of impropriety.
- II. Each person must ensure that all reasonable and necessary steps within his or her areas of responsibility are taken to provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with or submits to the Securities and Exchange Commission or state regulators, and in all other regulatory filings. In addition, each person must provide full, fair, accurate, and understandable information whenever communicating with the Company's stockholders or the general public.
- III. Each person must conduct Company business in compliance with all applicable federal, state, foreign and local laws and regulations.
- IV. It is each person's responsibility to notify promptly the Chief Executive Officer regarding any actual or potential violation of this Code by any person or of the Company's Code of Conduct by any employee. It is the duty of the Chief Executive to conduct or seek a thorough investigation of the alleged violation by an appropriate disinterested party. Each person is responsible for ensuring that his/her own conduct complies with this Code.
- V. Anyone who violates the provisions of this Code by engaging in unethical conduct, failing to report conduct potentially violative of this Code or

refusing to participate in any investigation of such conduct, will be subject to disciplinary actions, up to and including termination of service with the Company.

- VI. The Disbursing Agent of the Company, as its sole director, shall be responsible for the administration of this Code and shall have the sole authority to grant waivers of its provisions.

ACKNOWLEDGMENT

The Chief Executive Officer and each Authorized Representative shall acknowledge that he/she has received a copy of the Company's Code of Conduct Applicable to Chief Executive Officer and Authorized Representatives. Each shall agree that he/she has read and understood this Code in its entirety and to abide by it. Each further acknowledge that it is his/her responsibility to seek clarification from the Company's Chief Executive Officer if any application of the Code to a particular circumstance is not clear. Each shall acknowledge that his/her continued service with the Company requires him/her to fully adhere to this Code and that failure to do can result in disciplinary action up to and including termination of his/her employment by the Company.

Dated as of June 30, 2011