



CODE OF ETHICS & BUSINESS CONDUCT

***Our Continued Success Depends
Upon the Character and Integrity
With Which We Conduct Our
Business***

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CODE OF ETHICS & BUSINESS CONDUCT

Overview

Advance Auto Parts is a leader in the automotive aftermarket retail industry. Our stockholders, our vendors, our Team Members, and, most importantly, our customers expect and demand that we conduct our business with the highest degree of honesty and integrity. Advance Auto Parts is committed to meeting these expectations. As a result, we expect and require all of our Team Members, including our officers and directors, and any parties with which we do business to conduct themselves in accordance with the highest ethical standards.

The following information outlines our Code of Ethics & Business Conduct. This Code provides guidance to all of our Team Members, officers and directors, as well as other outside parties, on Advance Auto Parts' commitment to being honest and ethical in all of its business dealings. Some parts of the Code may be more relevant to certain individuals or functions than others. However, all Team Members, officers and directors, as well as other interested parties, should be aware of the entire Code of Ethics & Business Conduct for Advance Auto Parts' reputation rests on each and every one of us complying with our high ethical standards.

The Code is neither a contract nor a comprehensive manual that covers every situation which might be encountered. It is a guide that highlights key issues and identifies policies and resources to help our Team Members, officers, directors and others make decisions that will reflect well on themselves, their team and Advance Auto Parts. Further guidance on particular issues may be found in other company documents such as the Team Member Handbook, the Human Resources Policies/Procedures Manual, vendor and other outside party guidance and/or specific departmental policies and procedures.

Code of Ethics & Business Conduct

- Honesty
We must be honest and truthful in all of our dealings and relationships with our customers, our vendors, our shareholders, our fellow Team Members and any other person or entity with whom we come into contact.

- Fair Dealing
We must be fair and professional in all of our business dealings, including but not limited to our dealings with our customers, our vendors, our fellow Team Members and our competitors. We must never take advantage of anyone we do business with through manipulation, concealment, abuse of confidential information, giving or accepting bribes or kickbacks, antitrust violations, misrepresentation of material facts or any other unfair or dishonest business practice.

- Respect and Teamwork
Working as a team, we must treat each of our Team Members, customers, vendors and any other parties with whom we do business with dignity and respect. Team Members must be

provided a work environment that is safe and free from discrimination or harassment of any type.

- *Compliance With Laws*
We must comply with all federal, state and local laws and regulations that apply to our business, including insider trading laws. If there is any uncertainty about what is required by the law or our company policies, further guidance should be sought without delay.
- *Accurate Company Records and Public Disclosure*
All company information and records, financial or otherwise, and all company disclosures and public communications must accurately reflect transactions and events, be consistently applied, and conform to both required accounting and reporting principles and Advance Auto Parts' systems of internal controls and policies.
- *Conflicts of Interest*
Business decisions must be based on the best interests of Advance Auto Parts and its stockholders, and may not be motivated by personal considerations or relationships. Team Members are required to disclose to their supervisor any transaction or relationship that may create an actual or perceived conflict of interest. Officers and directors are required to disclose to the Chair of the Nominating and Corporate Governance Committee of the Board of Directors or our General Counsel, any transaction or relationship that may create an actual or perceived conflict of interest.
- *Corporate Opportunities Prohibited*
Team Members, officers and directors are prohibited from (a) taking for themselves personally any business opportunities that are discovered through the use of company property, information or position, (b) inappropriate use of company property, information or position for personal gain, and/or (c) competing with Advance Auto Parts.
- *Confidential Information*
We must properly use and protect the confidential and proprietary information of Advance Auto Parts, as well as that of our customers, our fellow Team Members, and our vendors and other business partners. Only those Team Members with a "need to know" should have access to confidential company information. Confidential information may only be disclosed to third parties as authorized or legally mandated.
- *Protection of Company Assets*
Team Members, officers and directors must protect the assets of the company from loss, theft, damage, carelessness and waste. Company assets and property may only be used for legitimate business purposes and with proper authorization and notice.

Reporting Code of Ethics Violations

Systems have been implemented and communicated to all Team Members, officers, directors and other interested parties to assure their ability to ask questions about the Code or report a violation. These systems will include:

- *Chain of command reporting options;*
- *Human Resources Department reporting options; and*
- *The Advance Auto Parts Team Member Hotline (1-800-277-2900). The anonymity of callers using the Team Member hotline will be respected.*

Questions and complaints will be handled in a confidential manner. Advance Auto Parts will not retaliate against any party for reporting in good faith any suspected violation of the Code, or any other company policy/procedure or federal, state or local law or regulation. Similar protection extends to anyone giving information in relation to an investigation conducted by the company or a governmental agency.

Violation of the Code of Ethics & Business Conduct

Advance Auto Parts will promptly and thoroughly investigate all complaints of Code violations. Violations of the Code by Team Members, officers or directors will result in discipline, up to and including termination of employment or removal from office. Violations of this Code by vendors or other outside parties may result in termination of their relationship with Advance Auto Parts. If applicable, civil or criminal prosecution may also be pursued.

Waivers

Waivers of action or conduct by any officer or director of Advance Auto Parts which is contrary to or would otherwise constitute a violation of this Code may be made only by the Nominating and Corporate Governance Committee of the Board of Directors of Advance Auto Parts and will be promptly disclosed to stockholders.

ROLES AND RESPONSIBILITIES

Management Team Role and Responsibilities

The Nominating and Corporate Governance Committee of the Board of Directors is responsible for overseeing the development and implementation of the principles and practices found in the Code of Ethics & Business Conduct.

The Advance Auto Parts Management Team is responsible for ensuring that their departments implement and maintain applicable procedures and practices consistent with the Code. In addition, members of management must:

- *Distribute a copy of the Code to each Team Member.*
- *Ensure that all Team Members understand the Code by conducting ongoing education and training.*
- *Create a working environment that supports the Code.*
- *Report immediately any alleged or suspected violation of the Code to their immediate supervisor and the Human Resources Department.*
- *Cooperate in any investigation of an ethics complaint or suspected Code violation.*
- *Upon consultation with the Human Resources Department, take appropriate corrective action against any Team Member found to have violated the Code.*

Team Member Roles and Responsibilities

While the Management Team is responsible for ensuring that the Code is followed in each department and work location, it is the responsibility of every individual Team Member to be familiar with and abide by the principles and practices contained in the Code. Specifically, all Team Members must:

- *Review and understand the provisions of the Code.*
- *Conduct all business and individual activities in a manner consistent with the Code, seeking guidance from management where any particular course of action is unclear.*
- *Report immediately any alleged or suspected violation of the Code to their immediate supervisor and/or the Human Resources Department. The Team Member Hotline may also be used to report violations.*
- *Cooperate in any investigation of an ethics complaint or suspected Code violation.*

Family Members - The guidelines found in the Code or related materials extend to family members of Advance Team Members. While they are not expected to monitor the business of all of their relatives, Team Members should make sure that members of their immediate household are familiar with the Code's provisions. Family involvement in a prohibited activity may result in a conflict of interest for the Team Member just as serious as if the Team Member were directly involved.

ADDITIONAL GUIDANCE FOR TEAM MEMBERS **“UNDERSTANDING AND LIVING OUR CODE OF ETHICS”**

The professional image and integrity of Advance Auto Parts is dependent upon the honorable actions of our Team Members; therefore, each and every Team Member must maintain the highest standards of conduct. Honesty and integrity are core values of our Company and our decisions and actions must always be above reproach.

The following information is intended to provide additional guidance to Team Members in regard to our Code of Ethics & Business Conduct and how they may abide by its principles and requirements on a day-by-day basis.

Further guidance on particular issues raised by the Code may also be found in other company documents such as the Team Member Handbook, the Human Resources Policies/Procedures Manual, vendor and other outside party guidance and/or specific departmental policies and procedures. Common sense and good judgement should also be practiced.

The following questions may also be helpful in evaluating specific business decisions:

- *Will my actions comply with the intent and purpose of the Code?*
- *Will I compromise myself if my actions become known to my supervisor, coworkers or friends?*
- *Is this action honest in every respect?*
- *Could this action appear inappropriate to others, even if it is ethical?*

If still in doubt, discuss the issue with your supervisor or a member of management who is familiar with you and the issues in your work location. Give management a chance to help solve the problem. If your supervisor cannot assist you with a solution, or if you are uncomfortable discussing the issue with your supervisor, then discuss the issue with other available resources such as the Human Resources Department, the Risk Services Department, Internal Audit or the Legal Department.

Ethical conduct is the responsibility of every Team Member. You should never engage in dishonest, illegal or unethical acts, even if directed to do so by a supervisor or coworker, nor should you direct others to do so. Any request to engage in such inappropriate conduct should be reported immediately.

Honesty

“We must be honest and truthful in all of our dealings and relationships with our customers, our vendors, our shareholders, our fellow Team Members and any other person or entity with whom we come into contact.”

Honesty is the best and only policy at Advance. Team Members are expected to be honest and truthful in all aspects of their job duties and to hold their fellow Team Members to a similar standard. Your honesty is a reflection of Advance, and through your integrity and character, Advance will continue to enjoy a reputation of good will and influence within our industry and the communities in which we operate.

Honesty is required in our relationships with customers, vendors and other third parties, as well as with our fellow Team Members and the Company.

- *Team Members are not allowed to take any type of merchandise or product from Advance premises without proper advance payment, nor are they allowed to borrow, loan or give away money, property (including equipment/supplies or discontinued merchandise) or services belonging to Advance. Team Members involved in theft of any kind will be terminated from employment and, if circumstances warrant, criminal prosecution will be pursued.*
- *Team Members are expected to fully cooperate with investigations of policy violations or complaints, providing accurate and truthful information to aid in the investigation process.*
- *Team Members must be truthful and accurate in completing time cards and any other timekeeping documents or systems related to the recording of hours worked for Advance. Team Members must also be truthful in completing all other documents or reports relating to their position with Advance. Examples include: budgets, expense reports, on-line learning tests, disciplinary documents, cash handling documents, sales reports, cycle counts, refund transactions, and other operational reports, etc. Managers must be truthful, accurate and timely in completing similar documents relating to their Team Members.*
- *Team Members must be truthful in providing information related to Advance’s benefit plans, including healthcare and workers’ compensation plans. Team Members may not obtain benefits to which they are not entitled by providing inaccurate or incomplete information. This includes bonus plans -- Team Members are prohibited from withholding expenses and/or making false/fraudulent sales, refunds or cycle counts in order to improperly manipulate P&L statements and/or bonus payment eligibility.*
- *Advance offers a competitive merchandise discount program to Team Members and the immediate members of their household. Team Members may not purchase items under this discount program for other than personal use. Team Members may not buy items with their discount for later reimbursement by or sale to others, such as friends, neighbors or relatives outside of their immediate household.*

Fair Dealing

“We must be fair and professional in all of our business dealings, including but not limited to our dealings with our customers, our vendors, our fellow Team Members and our competitors. We must never take advantage of anyone we do business with through manipulation, concealment, abuse of confidential information, giving or accepting bribes or kickbacks, antitrust violations, misrepresentation or any other unfair or dishonest business practice.”

Fair Dealing with Customers

Our success depends upon satisfied customers. Unethical sales practices create ill will and result in the loss of customer trust – which will eventually cause our customers to shop elsewhere. A reputation for fair dealing must be earned every day, with every sales transaction and customer interaction. As a result, it is critical that we deal with our customers honestly and show genuine concern for their needs. In particular, we must:

- *Serve all customers in a fair and consistent manner, without regard to race, religion, color, gender, national origin, disability or any other legally protected status.*
- *Provide accurate information to our customers. Team Members have an obligation to be well informed about our products and services. We do not allow misrepresentation, fraud or omission of information in connection with our customers. Our advertising, marketing and product labeling accurately represent the nature and value of our products and services.*
- *Take responsibility for any mistakes made with respect to our customers. We must respond promptly and positively to any customer complaint concerning our products or services.*
- *Solicit business in an ethical and appropriate manner. Team Members may not provide cash, loans, improper gifts, unauthorized discounts or other inappropriate favors to our customers in an attempt to inappropriately influence their decision to do business with us. Team Members may not perform improper price overrides in an attempt to provide an unauthorized discount to customers.*
- *Compete honestly and fairly for our customers' business, based solely on the merits of our products and our legendary customer service. Team Members should not make false or malicious remarks about our competitors.*

Fair Dealing with Third Parties

Our success also depends upon maintaining positive relationships with strong vendors who are capable of supplying quality merchandise at competitive costs. These vendors must be selected on the basis of the best interests of the company – never based upon the personal interests of a Team Member. Additionally, vendor relations must be maintained within the utmost ethical standards.

- *Kickbacks are not allowed under any circumstance. A “kickback” is any money, fee, rebate, commission, credit, gift, gratuity, thing of value, or compensation of any kind that is provided directly or indirectly to anyone for the purpose of improperly obtaining or rewarding favorable treatment in connection with a contract or business relationship. Team Members are prohibited from engaging in any of the following actions with any type of vendors or customers (including commercial accounts):*
 - *Providing, attempting to provide, or offering to provide any kickback.*
 - *Soliciting, accepting, or attempting to accept any kickback.*
 - *Directly or indirectly including the amount of any kickback in the price charged for a product.*
- *Team Members are prohibited from giving money, products or services, directly or indirectly, to any U.S. or foreign government official or agent in order to obtain business for Advance or to obtain any special treatment or favor for the Company.*
- *Former Team Members – We will conduct business with former Team Members on a professional basis just as we would with any other vendor, consultant or business entity. Former Advance Team Members now working with vendors, consultants or other entities doing business with Advance will receive no special consideration.*
- *Charitable Donations -- Team Members are prohibited from making personal requests to Advance vendors for charitable donations of any kind. Team Members may not solicit charitable donations (money or services) from our vendors on behalf of Advance without first obtaining permission from their Sr. Vice President.*

Respect and Teamwork

“Working as a team, we must treat each of our Team Members, customers, vendors and any other parties with whom we do business with dignity and respect. Team Members must be provided a work environment that is safe and free from discrimination or harassment of any type.”

Each Team Member must come to work each day ready to perform their job to the best of their ability and in a way that serves our customers and adds value for our shareholders. Teamwork is the cornerstone to our success. Each Team Member should give to others the same respect, cooperation and trust they desire for themselves.

We are committed to providing a safe, diverse and productive work environment for our Team Members, including the following:

- *We will encourage open communication between Team Members at all levels without fear of retaliation.*
- *We will comply with all applicable safety and health regulations. This includes providing a drug and alcohol free workplace, and an environment free from weapons and any form of violence, threats or intimidation.*
- *We will not tolerate any form of discrimination or harassment of Team Members by fellow Team Members, customers, vendors or other parties. This includes sexual harassment or any other offensive or intimidating behavior directed at a Team Member because of gender, race, color, age, national origin, religion, disability, sexual orientation, gender identity, or any other legally protected status.*

Additional information on these areas may be found in the Team Member Handbook and/or by contacting the Human Resources Department.

Compliance With Laws

“We must comply with all federal, state and local laws and regulations that apply to our business, including insider trading laws. If there is any uncertainty about what is required by the law or our company policies, further guidance should be sought without delay.”

Team Members are expected to become familiar with any laws or regulations that apply to their position or responsibilities with Advance. Where questions exist about a legal obligation or interpretation, Team Members should consult their supervisor and/or the Legal Department. Ignorance of the law is no defense to a violation of this section of the Code.

Team Members must also be familiar with any Advance policies and procedures that apply to their position and job responsibilities, and ensure that their actions comply with the requirements, as well as the spirit and intent, of the Advance policy or procedure.

Team Members must report to their supervisor any felony convictions or theft/drug-related convictions (regardless of severity level) that occur during their employment. Team Members who are certified to drive company vehicles must also report any applicable traffic/driving violations.

Insider Information –

The federal securities laws provide that an individual who possesses material, nonpublic information may not buy or sell the Company’s securities or “tip” other persons to buy or sell the Company’s securities. Individuals who trade on material, nonpublic information or tip the information to others may be subject to civil actions for damages, civil and criminal fines, and a prison term of up to twenty years. A company that fails to take appropriate steps to prevent illegal trading by its insiders can be held liable as a controlling person, which can result in significant civil and criminal fines.

Accordingly, it is Advance’s policy to prevent violations of these laws by Team Members, officers and members of our board of directors, as well as prohibit trades that present even the appearance of impropriety. A summary of our insider trading compliance requirements is set forth below.

- **General Restrictions**

Team Members, officers and directors are prohibited from:

- *Purchasing or selling Advance securities or recommending that another person place a purchase or sale order in Advance’s securities while he or she is in possession of material, nonpublic information (“insider trading”); or*
- *Disclosing material, nonpublic information about Advance to anyone outside Advance unless authorized to do so (“tipping”).*

- **Material, Nonpublic Information**

Information is considered “material” if (1) a reasonable investor would consider it important in making a decision on whether to buy, sell or hold the security; (2) a reasonable investor would view the information as significantly altering the total mix of information in the marketplace

about the Company; or (3) the information could reasonably be expected to have a substantial effect on the price of the security.

Information is considered to be “nonpublic” until it is published in such a way as to provide broad, non-exclusionary distribution of the information to the public for a sufficient period of time to be reflected in the price of the related securities. Information is generally considered to be “nonpublic” after the expiration of a period of two full trading days from the date the information is released to the general public.

Examples of material, nonpublic information might include information about upcoming earnings or losses, negotiation of a joint venture, merger or acquisition, news of a significant sale of assets, changes in dividend policies, the declaration of a stock split, the offering of additional securities, changes in top management, significant accounting developments, and the gain or loss of a substantial supplier. Information may be material whether it is favorable or unfavorable to Advance.

- Additional Restrictions

The general prohibitions against insider trading and tipping apply to all Team Members, officers and members of our board of directors at all times. Additional restrictions will apply to certain groups of Team Members, officers and directors. The four groups into which we divide our Team Members and the restrictions that apply to those groups are summarized below.

- *Trading Window* – A trading window will open two full trading days after our quarterly release of earnings and will remain open for the succeeding four calendar weeks. However, significant corporate developments may, on occasion, require changes to the designated trading window.
- *Group One* – The vast majority of our Team Members will be in Group One. These are Team Members who are not expected to have access to material, nonpublic information on a regular basis, or at all. Members of Group One will only be subject to the general prohibitions against insider trading and tipping. Therefore, these Team Members will be prohibited from trading only when they are in actual possession of material, nonpublic information. General Managers are included in Group One.
- *Group Two* – Group Two includes certain Team Members who we expect to have access to material, nonpublic information from time to time. In addition to the general prohibitions against insider trading and tipping, Team Members in Group Two may purchase or sell Advance securities only during designated trading windows. Group Two would generally include District Leaders, Commercial Account Managers, store support center personnel and field support personnel at the Manager level.
- *Group Three* -- Group Three includes certain officers and other Team Members whose duties involve the handling of material, nonpublic information on a recurring basis. In addition to the general prohibitions against insider trading and tipping, members of Group Three (1) may only purchase or sell the Company’s securities during the trading windows described above and (2) are required to pre-clear all transactions in Advance’s securities with the General Counsel’s office. Group Three would generally include all store support

center personnel and field support personnel at or above the Director level, administrative support personnel for Team Members at or above the Senior Vice President level, administrative support personnel for members of our board of directors, Commercial Sales Directors or Commercial Sales Managers and Finance Managers. Members of Group Three who decide to purchase or sell Advance's securities are strongly encouraged to engage in such transactions as early as possible during a trading window because the earlier in a quarter a trade occurs, the less likely the individual will know of material, nonpublic information.

- *Group Four – Group Four includes members of our board of directors and our “Section 16” officers. Group Four will be subject to the same restrictions as apply to Group Three. In addition, from time to time Group Four personnel will be notified separately of certain other trading restrictions and reporting requirements imposed by the federal securities laws. Members of Group Four who decide to purchase or sell Advance’s securities are strongly encouraged to engage in such transactions as early as possible during a trading window because the earlier in a quarter a trade occurs, the less likely the individual will know of material, nonpublic information.*
- Other Provisions
Special Blackouts – In addition to the normal trading windows, any Team Member, officer or member of the board of director of Advance may be temporarily prohibited from buying or selling Advance’s securities during a defined or undefined period of time, or “special blackout period.” A special blackout period may be imposed for any reason when warranted in the judgment of Advance. For instance, a special blackout period might be imposed on certain people during the negotiation of a sensitive agreement, the anticipated issuance of interim earnings guidance or if there is a pending announcement of a significant corporate development. The existence of a special blackout period may not be publicly announced or may be announced only to those who are aware of the transaction or event giving rise to the blackout period. If you are made aware of the existence of a special blackout period, you should not disclose the existence of such blackout period to any other person. Individuals that are subject to a special blackout period will be contacted when these periods are instituted.

Family members, dependents, etc – Each provision of this policy that applies to a Team Member or a member of our board of directors also applies to (1) members of his or her immediate family or other persons with whom he or she shares a household, (2) persons who principally rely on the Team Member or director for financial support; and (3) any person or entity over whom the Team Member or director has control or influence with respect to securities transactions, such as a partnership in which the insider is a partner, an estate of which the insider is the executor or a trust of which the insider is a trustee.

Short Sales; Derivative Securities; Hedging. – Team Members and members of our board of directors are prohibited from selling Advance’s stock short. There is also a general prohibition on purchasing or selling derivative securities, which are securities whose value varies in relation to the price of Advance’s securities. For example, derivative securities include exchange-traded put or call options, as well as individually arranged derivative transactions. In addition, Team Members and members of our board of directors may not enter into transactions that are used to hedge existing ownership positions in Advance’s securities.

Pledges; Margin Accounts – Team Members and members of our board of directors may not hold Advance’s securities in margin accounts or pledge their Advance securities as collateral. Securities held in margin accounts or pledged as collateral for a loan may be sold without your consent by the broker if you fail to meet a margin call or by the lender in foreclosure if you default on a loan. A margin or foreclosure sale that occurs when you are aware of material nonpublic information may, under some circumstances, result in unlawful insider trading. An exception to this prohibition may be granted where a Team Member or member of our board of directors wishes to pledge owned and otherwise unrestricted shares of Advance securities as collateral for a loan (not including margin debt) and clearly demonstrate the financial capacity to repay the loan without resort to the pledged securities. An individual wishing to pledge Advance securities as collateral for a loan must submit a request for approval to the General Counsel’s office at least two weeks prior to the proposed execution of documents evidencing the proposed pledge, the pledge documents must be executed during an open trading window while the individual does not possess material, nonpublic information and the pledged shares may be sold by the pledgee only within an open trading window.

Other companies - In addition to the restrictions on insider trading or tipping with respect to Advance’s securities, it is prohibited to trade in securities of any other company about which our Team Members or members of our board of directors learn material, nonpublic information in the course of performing their duties for Advance. It would also be advisable if those individuals in Group Three and Group Four did not trade in the securities of Advance’s competitors.

[Updated January 2011]

Accurate Company Records and Public Disclosure

“All company information and records, financial or otherwise, and all company disclosures and public communications must accurately reflect transactions and events, and conform to both required accounting and reporting principles and Advance Auto Parts’ systems of internal controls and policies.”

Advance is committed to providing our investors with accurate, timely and complete disclosures in all reports filed with the Securities Exchange Commission and in other public communications made by the Company. Our financial, accounting and other related records and reports will accurately reflect Company transactions in reasonable detail and in accordance with approved accounting principles and applicable government regulations. In particular, Advance will:

- *Comply with generally accepted accounting principles at all times;*
- *Maintain a system of internal accounting controls that provide reasonable assurance to management and the Board of Directors that all business and financial transactions are properly recorded;*
- *Maintain books and records that accurately reflect all Company business;*
- *Prohibit the establishment of undisclosed or unrecorded funds or assets;*
- *Maintain a system of internal controls that provide reasonable assurance to management and the Board of Directors that material information about the Company is made known to management and the Board of Directors; and*
- *Utilize independent auditors as appropriate to ensure that all Company financial statements and practices are in order.*

Team Members who are responsible for creating or maintaining financial or other Company reports or records are also responsible for the integrity of those records. Team Members may not knowingly make false or misleading entries in any type of Advance files, books or records. All Company documents must be completed accurately and in accordance with Advance policy and any related legal requirements governing the maintenance of such documents or records.

While not all-inclusive, the following list reflects our commitment to accurate record keeping:

- *We will prepare time records or other payroll records completely, accurately and on a timely basis. We will accurately complete other employment related documents, including effective dates of employment transactions, base salary/bonus, etc.*
- *We will complete business and travel expense reports accurately and on a timely basis, including company vehicle mileage logs. We will not falsely represent any personal expenses as business expenses. We will not inappropriately withhold or delay expense reports or invoices in order to improperly manipulate P&L statements or bonus eligibility requirements.*
- *We will ensure that all sales records are accurate and reflect valid sales transactions. Improper manipulation of POS sales records or cycle counts for any purpose is not allowed.*

- *Records will be maintained and/or purged in compliance with Advance's record retention policies and procedures.*
- *Managers will not make any unauthorized commitments to Team Members or others that conflict with our current employment policies and procedures, including wages, benefits, bonus eligibility, stock options, etc.*

Conflicts of Interest

“Business decisions must be based on the best interests of Advance Auto Parts and its stockholders, and may not be motivated by personal considerations or relationships. Team Members are required to disclose to their supervisor any transaction or relationship that may create an actual or perceived conflict of interest. Officers and directors are required to disclose to the Chairman of the Nominating and Corporate Governance Committee of the Board of Directors or our General Counsel, any transaction or relationship that may create an actual or perceived conflict of interest.”

It is essential that Team Members be free from personal interests or obligations which may conflict with or adversely affect the interests of Advance. Every Team Member must ensure that his/her personal, business or financial interests do not conflict with the interests of Advance. Moreover, a Team Member should never use their position with Advance for personal gain or profit.

It is important that Team Members avoid conflicts of interest arising from the existence of family or close personal relationships with customers, other Team Members, vendors and/or competitors. A Team Member must report to his/her Sr. Vice President the existence of any family or close personal relationships which may influence or appear to influence the Team Member’s judgment in performing duties for Advance. The Human Resources Department should also be notified as needed.

While it is not possible to describe all of the situations and conditions which may involve a conflict of interest, the following sections indicate areas where conflicts of interest may arise. Should a Team Member have questions about a potential situation, he/she should discuss the matter with their supervisor, Sr. Vice President and/or the Human Resources Department.

- *Outside Employment -- Team Members may not work for another automotive retail competitor while employed by Advance. Team Members must make their supervisor aware of any outside employment. Outside employment may not interfere with a Team Member’s ability to perform his/her job duties and fulfill all obligations to Advance, or create the appearance of a conflict of interest. Where outside employment creates a conflict of interest with a Team Member’s obligations to Advance, the Team Member will be asked to end his/her outside employment or risk termination by Advance.*

- *Personal Investments – Team Members, directors and officers are expected to make personal investments in such a way that avoids the use of any non-public information obtained in the course of their employment with Advance. While Team Members may invest in public companies that do business with Advance, they should not do so if they are personally involved in significant decisions relating to such companies. Team Members owning any interest in a private company doing business with Advance or more than a one percent (1%) interest in a public company doing business with Advance must disclose such relationship(s) to his/her Sr. Vice President. Similar rules apply to Team Members having personal interests or investments in companies that directly compete with Advance. Leadership Team Members*

(persons in positions of Vice President and above) should not have investments in companies that compete with Advance.

- *Political Activities and Contributions – Team Members, directors and officers are free to contribute to political candidates or otherwise participate in the political process in their individual capacity. However, Company funds may not be contributed or loaned to any political party, candidate or organization unless authorized by the Chief Executive Officer or President. Moreover, Team Members may not be pressured to support a particular political candidate, party or organization.*

Advance may support legislative issues (not political candidates or parties) which may affect the Company upon approval from the Chief Executive Officer or President.

Personal Benefit Prohibited

“Team Members, officers and directors are prohibited from taking for themselves personally any business opportunities that are presented or discovered through the use of company property, information or position and/or inappropriately using company property, information or position for personal gain. Team Members, officers and directors may not compete with Advance Auto Parts.”

Each Team Member shall conduct the business of Advance to the best of his/her ability for the benefit and in the best interests of the Company.

Without the prior consent of his/her Sr. Vice President, no Team Member shall become involved in any manner with competitors, contractors, customers or suppliers of Advance if such involvement would result in improper personal gain or the appearance of improper personal gain. Such involvement may include the purchase, sale or lease of any goods or services from or to any customer or supplier of Advance (including parts installation), or serving as an employee, officer, director or in any other management or consulting capacity with a competitor, contractor, customer or supplier of Advance.

It is not possible to describe all of the situations in which an opportunity for personal benefit may present itself; however, the following sections provide specific guidance to Team Members with regard to this issue. Should a Team Member have questions about a potential situation, he/she should discuss the matter with their supervisor, Sr. Vice President and/or the Human Resources Department.

- *Vendor Purchases (“Not For Resale Goods/Services”) – Team Members may purchase goods or services from a supplier of Advance only if those goods or services are purchased on terms (including pricing) and by means generally available to the public. Team Members may not take advantage of special vendor discounts brokered by Advance unless such discounts are offered through an Advance-sponsored Team Member discount program (ex: car purchase discount program).*
- *Vendor Purchases (“Merchandise Vendors”) -- Team Members may not purchase automotive merchandise directly from Advance vendors for personal use. Any such merchandise may only be purchased through our retail store POS system. Team Members should never ask or allow vendors to ship merchandise directly to their home address under any circumstances.*
- *Acceptance of Gifts and Entertainment – Acceptance of ordinary and reasonable business gifts and courtesies may be appropriate in certain circumstances. However, such gifts or courtesies must be infrequent and nominal in value (less than \$50), and they must not influence, or appear to influence, any business decision. Good judgement should always prevail. Additionally, Team Members may never request such items for personal or other non-business use.*

- *Gifts - There may be times when Team Members are offered or receive modest business-related gifts (i.e., Christmas gift baskets, promotional items, etc.). A Team Member may accept infrequent gifts valued at less than \$50 as long as his/her Department Head is made aware of the gift. Gifts of larger value should be declined and reported to the Team Member's Department Head. Gifts should only be received at the workplace; any gifts sent to a Team Member's home should be declined and reported to the Team Member's Department Head. As mentioned above, under no circumstances should a Team Member request a gift of any kind from any individual, vendor or other entity.*
- *Business Meals - Acceptance of infrequent business-related meal invitations are permitted, with prior notice and approval of the appropriate Department Head.*
 - *If the business meal is in the work locality/place of business of the Advance Team Member, then the Advance Team Member must pay for his/her own meal.*
 - *If the business meal is in the work locality/place of business of a vendor or other third party, the vendor/third party may pay for the Advance Team Member's meal if they choose to do so.*
 - *Business dinners, regardless of the location, should generally include at least two Advance Team Members. This does not apply to breakfasts or lunches.*
 - *Spouses of Advance Team Members generally should not be included at business meals if they occur in the work locality/place of business of the Advance Team Member.*
 - *When two or more Advance Team Members attend a business meal being purchased by Advance, the highest-ranking Advance Team Member must pay for the meal.*
- *Tickets/Trips Offered by Vendors/Other Third Parties – Tickets or trips to areas other than the place of business of the person extending the invitation, or for other than business purposes, should be forwarded to the appropriate Sr. Vice President for consideration. Team Members may be allowed to accept such invitations if the event/trip is deemed beneficial to maintaining positive business relations and its purpose documented by the Sr. Vice President. Sr. Vice Presidents must obtain prior approval from the Executive Committee prior to accepting ticket/trip invitations for their personal use. These ticket events or trips include sporting events such as car races, ball games, golf, boating events, etc.*
 - *Overnight events/trips must be documented in writing by the Sr. Vice President and maintained in his/her files in the event questions are raised about the purpose of such event/trip at some point in the future.*
 - *Events/trips should include at least two Advance Team Members where possible.*
 - *Spouses of Advance Team Members may be included in these events/trips if it is appropriate for the type of event/trip and does not create additional expense for Advance.*
 - *Team Members may not request tickets/trips from a vendor or other third party for personal or other non-business use.*
- *Tickets/Trips Offered by Advance – Tickets or trips offered by Advance to non-business related events (sports, entertainment, etc.) will be treated in a similar manner as outlined above. Ticket/trip distribution will be governed by the Advance Auto Parts Ticket Distribution Procedure, and used in order to promote Advance's business interests. Team Members*

generally should not make requests for personal use of such tickets/trips. If such a request is warranted, it must go through the Team Member's Sr. Vice President for approval and request. Additional information regarding the ticket distribution process may be obtained from the Advertising Department.

- *Declining Gifts/Entertainment – All relevant vendors/outside parties should be made aware of our Code so that inappropriate gifts/entertainment will not be provided or offered to Team Members. In the event that inappropriate gifts or entertainment are still offered or received, Team Members should decline these items in one of the following ways:*
 - *Return the gift to the vendor with a polite explanation that Advance's policies prohibit keeping it and notify his/her Sr. Vice President of such action; or*
 - *With the notice and approval of their Sr. Vice President, donate the gift to a Company-designated charitable, civic or educational organization.*
- *Contests – With Company approval, a Team Member may participate in legitimate sales or product-related contests sponsored by Advance or its vendors. A legitimate contest is one which has clear criteria for winning and specific prizes awarded in accordance with written rules.*
- *Product Samples - Product samples are Company property. Any department regularly receiving product samples must develop an approved, written procedure for business or charitable utilization of such samples. Product samples may not be requested or used for personal use. On occasion, Team Members may be asked to test product samples, however, this will only be allowed for approved business purposes. Such product testing must be at the request of Advance and any unused portion of the sample should be returned to the appropriate department at the conclusion of the test. A Team Member may not sell or give away product samples to other Team Members or third parties for personal or other non-business use.*

Confidential Information

“We must properly use and protect the confidential and proprietary information of Advance Auto Parts, as well as that of our customers, our fellow Team Members, and our vendors and other business partners. Only those Team Members with a “need to know” should have access to confidential company information. Confidential information may only be disclosed to third parties as authorized or legally mandated.”

Certain business information must be kept confidential, since disclosure could cause damage to Advance, our vendors, customers, Team Members and others. As a general rule, any information not publicly disclosed by Advance should be viewed as confidential information. Team Members should never give confidential information to people outside of the Company (including vendors or financial analysts), or even to other Team Members who have no need to know about the information. This includes both verbal and written Company information. Examples of confidential information include sales and profitability information, operating procedures, growth plans, new initiatives or product lines, etc.

The security of confidential information in electronic format is equally important. To assist in adequately securing such information, individual passwords or security codes are given to certain Team Members to allow exclusive access to Company information necessary for the performance of their duties. Team Members are responsible for protecting the security of these passwords and security codes as well as the information that is accessed.

Records containing personal information (e.g., payroll, benefits, home address/telephone, etc.) about Team Members must be kept confidential. Access to such information is limited to persons with a legitimate need to use the information in the performance of their job duties. Team Member information may not be provided to outside parties without the approval of the Human Resources or Legal Departments, including requests for job references and personnel file documents.

Team Members may not disclose confidential information about our customers or our vendors to individuals outside of Advance. This includes customer/vendor contact information, financial data or sales/purchase history. It also includes potential changes in vendor product lines or other private information about our vendor relationships.

A Team Member’s obligation to protect confidential information about Advance continues even after he/she leaves the Company. Upon leaving Advance for any reason, a Team Member must promptly return all Company property and information in their possession. Any information or products/processes created during employment belong to Advance and must be returned upon separation.

Protection of Company Assets

“Team Members, officers and directors must protect the assets of the company from loss, theft, damage, carelessness and/or waste. Company assets and property may only be used for legitimate business purposes and with proper authorization and notice.”

All Team Members have a responsibility to see that Company assets and property are utilized in a proper manner. If a Team Member is aware of or suspects another Team Member of abusing Company assets (theft, destruction, waste, misuse, etc.), he/she must report their concerns to their immediate supervisor and/or to the Risk Services Department. Concerns may also be reported on the Advance Auto Parts Team Member Hotline (1-800-277-2900).

Upon leaving Advance for any reason, a Team Member must promptly return all Company property and information in their possession to his/her supervisor.

Authorized Advance funds may not be paid to others without a signed, written agreement or an approved invoice. Team Members must never maintain or accumulate Company funds or property that are not properly recorded on Advance books and records.

The good name of Advance Auto Parts may only be used for authorized Company business. The Advance name may not be used by a Team Member for personal use or other activities (including charitable activities) unless he/she has proper approval.

Only authorized individuals may sign contracts on behalf of Advance.

CONCLUSION

The foregoing guidance is provided in an effort to give Team Members, directors, officers, vendors and other third parties doing business with Advance additional information to help them abide by our Code of Ethics & Business Conduct. This guidance is not all-inclusive. Care should be taken to comply with both the specific guidance provided herein, as well as the spirit and intent of the Code's provisions.

Please also keep in mind that Team Members are prohibited from asking others to do anything they are not permitted to do under our Code of Ethics & Business Conduct. Additionally, Team Members are prohibited from using their personal funds or property to do something that cannot be done with Company resources when acting within the scope of their employment with Advance.

If a Team Member has any questions or concerns regarding this guidance or the Code, he/she should discuss the issue with their supervisor, their Sr. Vice President or the Human Resources Department.