

HORSEHEAD HOLDING CORP. CODE OF ETHICS FOR SENIOR MANAGEMENT

GENERAL STATEMENT

Respect is the foundation of the business philosophy of Horsehead Holding Corp. (the "Company"). The purpose of this Code of Ethics (the "Code") is to provide a framework for identifying ethical issues and to establish the importance of exercising sound judgment and making ethical business decisions in activities of the Company. The Code is applicable to all senior management of the Company including the Chief Executive Officer, the Chief Financial Officer, the principal accounting officer or controller and all persons performing similar functions (the "Senior Management").

I. POLICIES AND PRACTICES*

A. Compliance with Laws

You must obey the laws of the jurisdictions in which the Company operates. Where necessary, seek guidance from the Chief Executive Officer. No person has authority to violate any law or to direct others to violate any law on behalf of the Company.

B. Conflicts of Interest

A conflict of interest may arise where your loyalties are divided, or appear to be divided, between your business interests and those of the Company. The Company expects that you will not knowingly place yourself in a position that would have the appearance of being, or could be construed to be, in conflict with the Company's interests. The following is not exhaustive, but identifies potential areas of conflicted interests:

1. Accepting Gifts and Entertainment

Accepting any gift of more than nominal value or entertainment that is more than a routine social amenity can appear to be an attempt to gain favorable treatment from the recipient.

a. Gifts, Entertainment and other Gratuities to the Company's Representatives

You are urged to give careful consideration to the acceptance of any gift of more than nominal value. The key is to keep an arm's length relationship, to avoid excessive or lavish gifts, and that the gift is reasonable and appropriate under the circumstance. Gifts of any amount may never be solicited, and gifts of cash or securities may never be accepted. In the case of entertainment, it must be of a reasonable nature and in the course of a meeting or another occasion for the purpose of bona fide business

* The Code is not an express or implied contract of employment and does not create any contractual rights of any kind between the Company and you.

discussions or to foster better business relations. In cases where the gift is of more than nominal value, you should consult the Chief Executive Officer, a Vice President or the Chief Financial Officer on proper handling.

b. Gift and Business Courtesies to Federal, State and Local Government Employees

It is the Company's policy to comply strictly with laws governing the offering of gratuities and other items of value to federal, state and local government employees.

c. Gifts and Business Courtesies to Non-Government Persons

You are permitted to provide meals, refreshments, entertainment, and other business courtesies of reasonable value to non-government persons in support of the Company's business activities, so long as this practice (i) does not violate any law or regulation, or the standards of the recipient's organization, and (ii) is consistent with industry practices, infrequent in nature, and not lavish or extravagant. While the latter is difficult to define with specificity, use common sense and good judgment. It is illegal for the Company or its representatives to pay to or receive anything of value from any labor organization.

2. Outside Employment/Conflicting Outside Activities

You are not to engage in outside work or conflicting outside activities that have, or could have a material effect on your duties for the Company; imply sponsorship or support by the Company; adversely affect the reputation of the Company, or otherwise compete with the Company. This prohibition also extends to the unauthorized use or application of resources and of any proprietary, confidential, or trade secret information or intellectual property.

3. Political Involvement

You are advised that your participation in the political process, including any donations, must be for yourself individually, on your own time, and at your own expense. The Company will not reimburse you for such contributions and you should not request such reimbursements.

C. Use and Protection of Information, Property, Systems and Other Resources

The facilities and other resources provided by the Company are to be used in support of its business. Any personal use permitted by Company policy must be incidental, not interfere with work requirements, and not be excessive.

1. Offensive and Inappropriate Material; Illegal Activities

The Company's policies prohibit using Company resources to send, distribute or receive illegal, sexually explicit, abusive, offensive, profane, defamatory or other inappropriate content.

2. Theft and Misuse of the Company's Resources

Actual or attempted theft or misuse of the Company's resources, including documents, equipment, intellectual property, personal property of other employees, cash or any other items of value is subject to immediate termination and possible criminal proceedings. You have a responsibility to report any actual or attempted theft or misuse to the Company.

3. Proprietary and Other Confidential Information

You must safeguard and hold in strict confidence proprietary, confidential and/or trade secret information, including information of the Company or any of its business partners. You should exercise reasonable prudence and care in dealing with such information. Your use of the information is strictly limited to your work for the Company and the relevant project on which the information was disclosed to you. Any such information must be returned when requested or upon the termination of your employment.

4. Other Competitive Information

The Company will not condone obtaining information concerning competitors through illegal means or other illicit or non-industry standard means, the propriety of which could be questioned under any conceivable circumstance.

5. Third Party Intellectual Property

Unauthorized use of third party intellectual property, including copyrighted materials, trademarks, and patented items is strictly prohibited. You should be aware that unauthorized use could result in both civil and criminal penalties and sanctions. You are to comply with guidelines established by the Company, to report any violations to the Company's general counsel, and to consult the Company's general counsel for questions regarding appropriate usage and authorization.

D. Securities Laws

1. Non-Public Information

It is your obligation to safeguard the Company's non-public information and not to share this information with anyone except as required by your work responsibilities. Non-public information is information that has not been disclosed or made available to the general public.

security that might involve non-public information or securities laws, you should consult the Chief Executive Officer. Just as the Company values and protects its own non-public information, we respect the non-public information of other companies.

2. Disclosure

All members of Senior Management are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the SEC. Accordingly, it is the responsibility of each member of Senior Management to promptly bring to the attention of the Board of Directors of the Company any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings and to otherwise assist the Board of Directors to fulfill their responsibilities.

E. Bribery, Kickback and Fraud

No funds or assets shall be paid, loaned or otherwise given as bribes, kickbacks, or other payments designed to influence or compromise the conduct of the recipient; and no member of Senior Management shall accept any funds or other assets for assisting in obtaining business or for securing special concessions from the Company. You should conduct Company business in such a manner that our reputation and integrity will not be impugned if the details of their dealings should become a matter of public discussion. To illustrate the standard that the Company expects you to maintain, the following conduct is expressly prohibited:

- Payment or receipt of money, gifts, loans or other favors that may tend to influence business decisions or compromise independent judgment;
- Payment or receipt of rebates or kickbacks for obtaining business for or from the Company;
- Payment of bribes to government officials to obtain favorable rulings; and
- Any other activity that would similarly degrade the reputation or integrity of the Company.

You have a responsibility to report any actual or attempted bribery, kickback or fraud.

F. Employment Matters

The Company is committed to fostering a business-like atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including harassment. The Company expects that relationships among persons in the workplace will likewise be business-like and free of unlawful bias, prejudice and harassment. You are expected to be conscientious, reliable, and honest; to perform assigned responsibilities and duties in accord with acceptable standards; to be courteous and cooperative with co-workers, customers and brokers; and to ensure the integrity and ethical standards of the Company. You will not engage in activities that interfere with the performance of their duties or those of others, or with the operating procedures of the Company or those of our customers.

1. Non-Discrimination/Anti-Harassment

The Company's policy is to ensure equal employment opportunity without discrimination or harassment on the basis of age, color, disability, national origin, race, religion, sex, or other status protected by applicable law.

2. Anti-Retaliation

You may not interfere with or retaliate against any employee who invokes his or her legal rights, or participates in an investigation, and any such retaliation may result in the termination of your employment.

3. Substance Abuse

You may not use, possess, distribute, sell, or be under the influence of alcohol or illegal drugs; use over-the-counter or prescription drugs used in a manner inconsistent with the

~~legally prescribed amount and as otherwise instructed.~~

impaired or perception-altering substance in the performance of work for the Company, or while using resources or on the premises of the Company;

G. Books and Records

The Company's internal accounting controls are intended to safeguard the assets of the Company and to ensure the accuracy of its financial records and reports, which form the basis for managing our business and fulfilling our obligations to stockholders, employees, and regulatory authorities. These records, including financial records, must properly, accurately, and completely reflect all components of transactions in accordance with the law and be promptly entered on our books. No person may interfere with or seek to improperly influence, directly or indirectly, the accuracy, completeness or auditing of such records. All reports made to regulatory authorities must be full, fair, accurate, timely and understandable. Each member of Senior Management shall promptly bring to the attention of the Board of Directors any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.

H. Document Retention

There are legal requirements that certain records be retained for specific periods of time. Whenever it becomes apparent that documents of any type will be required in connection with a lawsuit or government investigation, all possibly relevant documents should be preserved, and ordinary destruction of documents pertaining to the subjects of the litigation or investigation should be immediately suspended.

II. REPORTING SUSPECTED NON-COMPLIANCE

1. Code of Ethics

Each member of Senior Management shall promptly bring to the attention of the Board of Directors any information he or she may have concerning any violation of the Code, including any actual or apparent conflicts of interest between personal and professional relationships involving any member of Senior Management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.

2. Securities Laws

Each member of Senior Management shall promptly bring to the attention of the Board of Directors any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent of the Company.

3. Remedies for Violations

The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code and shall include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or re-assignment of the individual involved, suspension with or without employee benefits and termination of the individual's employment or such other action as the Board may determine is appropriate under the circumstances. In determining what action is appropriate in a particular case, the Board of Directors or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violations of the proper course of action and whether or not the individual in question had committed other violations in the past.

III. ACKNOWLEDGEMENT

Each member of Senior Management will annually sign an attestation form indicating compliance with this Code of Ethics policy.

HORSEHEAD HOLDING CORP.

CODE OF ETHICS

ATTESTATION

I have read and understand the Horsehead Holding Corp.'s Code of Ethics policy.

I am not aware of any circumstance that constitutes or may ultimately result in a violation of its prohibitions with the exception of those explained below, if any.

Signature

Typed or Printed Name

Date