STATEMENT OF CORPORATE GOVERNANCE GUIDELINES AND PRINCIPLES

OF

CARLISLE COMPANIES INCORPORATED

The Board of Directors greatly values the trust that the shareowners of Carlisle have placed in the Board to oversee the management of the Company, and will continue to work diligently to maintain that trust. We believe it is the Board's responsibility to oversee the Company, and the responsibility of management to operate the Company effectively and ethically. The mutual goal of the Board and management is to enhance the long-term total return to Carlisle's shareowners, a goal more likely to be achieved if the Company is recognized as a model of good corporate governance and citizenship responsibly addressing the concerns of other stakeholders and interested parties including employees, customers, suppliers, local communities and the public at large. By being informed, inquisitive and independent, the Board will most effectively exercise its business judgment, properly advise and direct management, and fulfill the goal of long-term value for the shareowners.

The principles listed below, together with the charters and practices of the Board's various committees, provide the framework for the governance of Carlisle. The Board recognizes the dynamic nature of corporate governance, and intends to annually review these principles based upon the recommendations of its Corporate Governance and Nominating Committee.

Role of the Board; Qualifications; Director Responsibilities

Carlisle's various businesses are conducted by its employees under the direction of the Chairman, and other senior management personnel. The Board of Directors discusses long-term corporate strategy for Carlisle, and monitors and oversees management's performance to assure that the interests of the shareowners are being properly served. The Board is also responsible for approving and maintaining a succession plan for the Company's Chief Executive Officer and senior executives, based on the recommendations of the Corporate Governance and Nominating Committee.

Directors should possess the highest personal and professional integrity, ethics and values, and be committed to representing the long-term interests of the shareowners. Directors should also have outstanding business, financial, professional, academic or managerial backgrounds and experience. Each director must be willing to devote sufficient time to fulfill his or her duties, and should be committed to serve on the Board for an extended period of time. Prior to accepting an invitation to serve on another public company board, directors must advise the Corporate Governance and Nominating Committee and the Committee will determine whether such service would create a conflict of interest and/or prevent the director from fulfilling his or her responsibilities.

A director is required to submit his or her resignation at the Annual Meeting following the date when he or she reaches age 72. In addition, to continually refresh and invigorate its membership, the Board imposes term limits. Each director is required to submit his or her resignation at the Annual Meeting following the completion of 18 consecutive years of Board service. Therefore, either 18 years of service or reaching age 72, whichever comes first, requires the director's resignation at the following Annual Meeting.

A director is also required to submit his or her resignation to the Corporate Governance and Nominating Committee following a change in employment or significant change in job responsibilities. The Committee may either accept or reject such resignation in its discretion.

In accordance with the Company's Bylaws, a nominee for director to the Board in an uncontested election is elected if he or she receives a majority of the votes cast in the election and, if an incumbent director fails to receive the required number of votes for re-election in an uncontested election, the director is required to promptly tender an offer of resignation to the Board. The Corporate Governance and Nominating Committee will promptly consider the director's offer of resignation and recommend to the Board whether to accept or reject the resignation, or whether other action should be taken. Any director who submits his or her resignation pursuant to this provision shall not participate in any such Corporate Governance and Nominating Committee recommendation or Board action. If the Corporate Governance and Nominating Committee cannot achieve a quorum because one or more of its members failed to receive the number of votes required for election, then the independent members of the Board who did receive the required vote shall appoint a committee amongst themselves to consider the resignation offers and make a recommendation to the Board. If the only directors who receive the required votes for election constitute three or fewer directors, then all of the directors on the Board may participate in the deliberations and actions regarding the offers of resignation, except that no director can participate in the vote on his or her own resignation.

Size and Selection of the Board

Unless otherwise provided, the number of directors serving on Carlisle's Board is not to be less than 3 nor more than 12. The Board is currently comprised of 10 directors divided into three classes as nearly equal as possible. Annually, directors of a particular class are elected to serve for a three-year term.

The Corporate Governance and Nominating Committee is responsible for assessing the performance of the Board and the individual directors. This Committee also makes recommendations regarding nominations for new three-year terms and regarding candidates to fill vacancies.

Independence of Directors

The Board recognizes the importance of director independence. Under the rules proposed by the New York Stock Exchange, to be considered independent, the Board must determine that a director does not have any direct or indirect material relationship with Carlisle. Moreover, a director will not be independent if, within the preceding three years: (i) the director was employed by Carlisle or receives $100,000 per year in direct compensation from Carlisle, other than director and committee fees and pension or other forms of deferred compensation for prior service, (ii) the director was employed by or affiliated with Carlisle's independent auditor, (iii) the director is part of an interlocking directorate in which an executive officer of Carlisle serves on the compensation committee of another company that employs the director, (iv) the director is an executive officer or employee of another company that makes payments to, or receives payments from, Carlisle for property or services in an amount which, in any single fiscal year, exceeds the greater of $1 million or 2% of such other company's consolidated gross revenues, or (v) the director had an immediate family member in any of categories (i) – (iv). The foregoing shall be supplemented and/or superseded, as necessary, to ensure they comply with applicable law and NYSE listing standards. In addition, when the Company's Chief Executive Officer serves as Chairman of the Board or the Chairman is otherwise not considered independent, the independent directors shall elect a lead independent director who shall preside at all meetings of the Board at which the Chairman is not present and perform such other functions as the Board may direct, including advising on Board agendas, information provided to the Board, and the selection of committee chairs as well as serving as a liaison between the Chairman and the independent directors.

The Corporate Governance and Nominating Committee shall annually review the composition of Carlisle's Board and its various committees to assure independence in accordance with applicable law.

Director Compensation; Stock Ownership by Directors and Executive Officers

Director compensation for non-management directors is comprised of (i) an annual retainer fee (which directors may elect to receive partly in Carlisle shares), (ii) additional fees for service on various committees, (iii) restricted share units, and (iv) participation in the Director Deferred Compensation Program. The Board endeavors to establish director compensation at a level which fairly aligns the director's interests with the long-term interests of the shareowners.

The Board believes that director and executive officer stock ownership further aligns the director's and officer's interest with those of the Company's shareowners. The Board has established for its directors a stock ownership guideline of six times the annual retainer amount to be achieved within five years.

In addition, a stock ownership policy, applicable to all of the Company's Section 16 officers, has the following ownership requirements:

Executive	Ownership Requirement
Chief Executive Officer	10 times previous year base salary
Other Named Executive Officers	5 times previous year base salary
Remaining Section 16 Officers	3 times previous year base salary

The policy also has a retention requirement under which an executive officer must retain at least one-half of the after-tax value realized from the vesting of restricted Shares, the exercise of stock options or the receipt of earned performance Shares until the executive officer has satisfied the policy's ownership requirement. Each executive officer subject to the policy has five years from first becoming subject to the policy to attain the ownership requirement and once the ownership requirement is met, no further accumulation is required in the event the value of the Shares falls below the ownership requirement due solely to a decrease in the market value of the Shares.

Ownership for purposes of the policy includes Shares owned directly or under an employee benefit plan and all restricted Shares. Ownership does not include any performance Share awards or any Shares subject to stock options.

Board Committees

The Board has established the following committees to assist the Board in discharging its responsibilities: (i) Audit Committee, (ii) Compensation Committee, and (iii) Corporate Governance and Nominating Committee. The current charters of these committees are published on Carlisle's website* and will be mailed to shareowners upon written request.

All directors serving on the Board's various committees, are independent under the standards described above. In addition, no committee member receives, directly or indirectly, any compensation from the Company other than his or her director's compensation. Membership on the various committees is based upon recommendations by the Corporate Governance and Nominating Committee. This Committee is responsible for discussing succession planning and recommending a new Chief Executive Officer as appropriate.

Meetings of Non-Employee Directors

At the conclusion of each of its regularly scheduled meetings, the independent directors of the Board shall meet in executive session, in the event the Chairman is not independent, the Lead Director shall preside.

Ethics and Conflicts of Interest

The Board expects all directors, officers and all other employees of Carlisle to act ethically at all times. Annually, senior and middle management personnel are required to certify compliance with Carlisle's Business Code of Ethics, a copy of which is published on Carlisle's website*. The Board will not permit a waiver of any ethics policy for any director or executive officer of Carlisle.

The Corporate Governance and Nominating Committee is required to conduct an annual review of potential director conflicts of interest. If a conflict develops between a director and the Company, the director will promptly report the matter to the Corporate Governance and Nominating Committee for evaluation.

If a director has a personal interest in a matter before the Board the director shall disclose the interest to the Board, excuse him or herself from participation in the discussion and abstain from voting on the matter.

Self-Evaluation

As described more fully in its Charter, the Corporate Governance and Nominating Committee will annually review the performance of the Board and each of its committees. Moreover, each December, the directors will be requested to provide their assessments of the effectiveness of the Board and the committees on which they serve. The individual assessments will be reviewed by the Corporate Governance and Nominating Committee.

Access to Senior Management

Board members shall have complete access to all members of management and Company employees. All non-employee directors are encouraged to communicate with the senior managers of Carlisle. The non-employee directors are expected to use their judgment to ensure that contacts are not distracting to the business operations of the Company, and to consider whether the results of the contacts should be reported to the Company's Chief Executive Officer. To facilitate such contact, non-employee directors are expected to annually visit a different Carlisle business location.

Access to Independent Advisors

The Board and its Committees shall have the right at any time to retain independent outside financial, legal or other advisors and to approve related fees and terms.

Director Orientation and Education

All new directors are expected to participate in an Orientation Program, which should be conducted within three (3) months of the time the new director joins the Board. This orientation will include presentations by senior management to familiarize the new director with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its principal officers as well as its Corporate Governance Guidelines and Principles. All continuing directors are also invited to attend the orientation. The Company also shall provide directors with ongoing education on issues facing the Company and on subjects that would assist the directors in discharging their duties.

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*www.carlisle.com