



Waxman Industries, Inc. • Corporate Offices

24460 Aurora Road, Bedford Heights, Ohio 44146
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To: All Employees of Waxman Industries, Inc.
From: Irving Friedman, Director and Audit Committee Chairman
Subject: Corporate Governance
Date: August 19, 2002

We would like to advise all employees of Waxman Industries, Inc. and its subsidiaries (the "Company") that new requirements regarding corporate governance and responsibility were signed into law in July 2002. One of the requirements of the Sarbanes-Oxley Act of 2002 is for publicly traded companies to establish procedures for receiving submissions of anonymous concerns by employees about accounting, internal controls or auditing matters.

As the Chairman of the Company's Audit Committee, I wanted to assure all Company employees that the Company is complying with all of the new requirements. We have also formalized a process to receive and review and employee concerns about accounting, internal control or auditing matters. If you have any concerns of this nature, they can be expressed in writing, and sent anonymously to my direct attention at:

Irving Friedman
Director and Audit Committee Chairman
101 Banyan Isle Drive
Palm Beach Gardens, Florida 33418

We thank you for your concern about the Company.

Respectfully,

Irving Friedman
Chairman, Waxman Industries, Inc. Audit Committee