



Code of Conduct

SUMMARY OF GUIDING PRINCIPLES

As a condition of employment, all Senior Officers shall at all times, in performing their professional services for the company:

- Act with integrity, and in a lawful manner.
- Not knowingly misrepresent material facts.
- Avoid conflicts of interest in professional relationships.

OWNERSHIP INTERESTS

The Company's Senior Officers are excluded from transacting business with the Company through any company they own all or partial interest or in which an immediate family member owns all or partial interests (excluding any company listed on a national securities exchange or quoted on the NASDAQ quotation system in which a Senior Officer owns not more than 3% of the securities of such company, provided his or her involvement with any such company is solely that of a stockholder). Immediate family shall include spouse, children, parents, siblings, in-laws, and grandparents. In any instance, regardless of a family or non-family relationship with a vendor, it is illegal and unacceptable for any Senior Officer to receive any form of compensation or value as a result of the Company's transacting business with any person or firm (other than compensation or value received from the company).

ACCURACY OF BOOKS AND RECORDS

Senior Officers May Not:

- Allow company property to be used to help carry out illegal acts;
- Manipulate company financial accounts, records or reports for personal gain; and
- Maintain off-the-book accounts to facilitate questionable or illegal payments.

BRIBERY, KICKBACKS AND OTHER IMPROPER PAYMENTS

- Senior Officers may not directly or indirectly promise, offer or make payment in money or anything of value to anyone, including a government official, agent or employee of a government, political party, labor organization or business entity or a candidate of a political party, with the intent to induce favorable business treatment or to improperly affect business or government decisions on behalf of the company.

MEDIA AND PUBLIC INQUIRIES

Senior Officers shall not divulge or "leak" any unauthorized company information to the media or in response to other public inquiries.

EQUAL EMPLOYMENT OPPORTUNITY

The Company seeks diversity in its employees, respects their differences and encourages and recognizes contributions of individuals. Senior Officers shall comply with all laws concerning discrimination and equal opportunity.

IMPROPER BEHAVIOR

The Company's Senior Officers shall not engage in harassment (generally meaning any offensive action which singles out an employee to the detriment or objection of that employee because of race, sex, religion, national origin, age, disability, etc.). The Company's Senior Officers shall not engage in unwelcome behavior of a sexual nature in the workplace or publicly.

Racial, religious or gender—based slurs shall not be engaged in, nor shall physical abuse.