

Code of Ethics Policy

[Client Name] maintains specific policies in an attempt to assist employees in adhering to certain standards of conduct. These policies are in place to preserve the Company's reputation and prevent adverse consequences to all parties involved. This particular policy is designed to establish standards of conduct with respect to payments and political contributions.

Prohibition of Improper Payments

The Company requires all employees to only use lawful practices involving payments to customers, political parties, officials, candidates or governmental authorities. As a result, kickbacks and bribes offered with the intent of inducing or rewarding specific buying decisions or actions are strictly prohibited. No Company employee may offer to make direct or indirect payments of value in the form of compensation, gifts or contributions to any of the following:

- Persons or firms employed by or acting on behalf of a customer (private or governmental) for the purpose of rewarding favorable actions in a transaction.
- Any governmental officials, political parties or officials of a party or candidate for political office, for the purpose of rewarding favorable actions or influence of the official, party or candidate.

These restrictions are not applicable to ordinary, reasonable business entertainment expenses and gifts of no substantial value. Management should exercise sound judgment and discretion with regard to controlling and authorizing these business expenses on a regular basis.

Political Contributions

The Company will not make any contributions to any political party or candidate for political office in violation of federal or state law. Federal law generally prohibits corporations from making direct contributions or expenditures in connection with an election, subject to some limited exceptions. There are, however, various states that do allow corporate contributions to political parties and candidates in conjunction with state and local elections.

Reporting to Management

Any employee who must authorize, make or agree to a payment that may be contrary to this policy must report this information to his or her supervisor or to the Company's legal counsel immediately. If an employee learns that a coworker is engaging in conduct contrary to this policy, the employee must report this information immediately to his or her supervisor or the Company's legal counsel immediately as well. Management personnel who receive a report will promptly discuss the issue with legal counsel for further investigation.

Antitrust Laws

Antitrust laws are relevant to many business decisions, and those who engage in illegal actions against such laws are subject to fines and imprisonment. Management will help guide employees in abiding by antitrust decrees applicable to the Company. The Company intends to comply with all

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U.S. antitrust laws applicable to normal business operations and will hold employees responsible for abiding by these laws as well.

In compliance with Section I of the Sherman Antitrust Act:

- No employee may enter into an agreement (expressed or implied, formal or informal, written or oral) with any competitor restricting any of the following conditions or business offering:
 - Prices
 - Costs
 - Profits
 - Offerings of products and services
 - Terms of sale conditions
 - Production or sales volume
 - Production capacity
 - Market share
 - Quote decisions
 - Customer selection
 - Sales territories
 - Distribution methodology
- No employee may enter into an agreement with a purchaser or lessee restricting the right of the purchaser or lessee to determine the price to resell or lease the product in question. Employees may also not enter in such agreements when the Company is the purchaser or lessee in the agreement.

The following situations may be in violation of antitrust laws under certain circumstances. Employees may not enter into these agreements without consulting legal counsel in advance and obtaining clearance to enter into such agreements.

- Agreements with customers or suppliers regarding the sales or purchases of reciprocal purchases or sales by customers or suppliers.
- Agreements with purchasers or lessees of products of the Company that would restrict customers from using or reselling products as they choose to do so.
- Agreements with any party that would restrict all parties involved to manufacture a product or provide a service to a third party.

Exchange of Information with Competitors

Communication with competitors would be an infringement of antitrust laws, specifically if the communication is accompanied by some action. The prohibitions of this policy are intended to avoid antitrust infringements. Under this policy, no employee may discuss information on any subject with a competitor or another third party acting on behalf of a competitor to remain compliant with Section 1 of the Sherman Antitrust Act, unless the Company's legal counsel determines that the communication would not violate antitrust laws.

When participating in trade associations and other meetings with competitors, employees may not attend:

- Unauthorized meetings with competitors.
- Meetings where the communication with competitors is in violation of the paragraph above.
- Meetings for trade associations held to discuss business without adhering to the formal rules established by the trade association for its meetings.

Employees must recognize that participating in development and product certification events impacting competitors or suppliers may initiate antitrust violations. Consult with the Company's legal counsel before attending any event that may develop standards or certify products with competitors.

Violations of this Policy

If an employee violates this policy, he or she may be subject to termination or other disciplinary action to prevent future violations. The following individuals may be subject to disciplinary action or termination:

- Employees who are in direct violation of this policy.
- Employees who deliberately withhold information concerning the violation of this policy or fail to report a violation of this policy.
- Management personnel who fail to report violation of this policy by their subordinates.

If an employee is accused of violating antitrust laws, yet he or she did consult legal counsel and acted in good faith, the employee may not face disciplinary action under this policy. The Company may also assist in the employee's defense, within the confines of the law.