



W. F. MAGANN CORPORATION
CONCRETE, MARINE, AND HEAVY CONSTRUCTION



COMPLIANCE AND ETHICS

A History of Excellence Since 1946

Code of Conduct

COMMITMENT TO COMPLIANCE AND ETHICS

MESSAGE FROM THE PRESIDENT



W.F. Magann Corporation has, from its inception, been committed to building and supporting an organization that demonstrates honesty, integrity, ethics, and best practices in order to ensure the safety and security of our employees; as well as, the success of the business. As a result, we have built a company with an outstanding reputation amongst our peers and with our customers and business partners. We recognize that our reputation is an immeasurable asset that must be protected and to do so we will work individually and as a team to prevent unethical, illegal, and unsafe behavior in the workplace.

Unethical, illegal, and unsafe acts can have serious consequences for our company team, including legal liability, reduced opportunity to bid on contracts, financial losses, and reduced morale amongst our most important resource – our employees. In an effort to

strengthen our commitment, we implemented a Compliance and Ethics Program designed to maximize the abilities of each team member to prevent this behavior and make a difference at our company.

The cornerstone of our Compliance and Ethics Program is our Code of Conduct. The Code of Conduct was adopted by W.F. Magann Corporation to set forth the general principles and standards to which its officers, management, and employees are expected to adhere. The purpose of the Code of Conduct is to articulate the compliance and ethics framework within which W.F. Magann Corporation operates and to advise employees that they will be held responsible for abiding by the articulated standards, including applicable laws, and will conduct themselves in order to protect and promote organization-wide compliance and integrity.

This Code of Conduct will be distributed to all company officers, management staff, and employees, who shall acknowledge that they have received, read and understand all of the standards contained herein on the Receipt Acknowledgement. The Code of Conduct is the framework for the Compliance and Ethics Program and the written policies and procedures that are maintained by each operational department. Each manager/supervisor, with the help and support of the Director of Compliance, is responsible for ensuring that all employees under their supervision understand the standards of conduct contained herein and comply with them, as well as, with all job-specific policies and procedures.

Remember, it takes all of us working as a team to protect our company from unethical, illegal, and unsafe behavior – I am fully committed, as I hope you are, to making this program a success.

Sincerely,

William S. Magann, Sr.
President

TABLE OF CONTENTS

INTRODUCTION	1
Seven Elements of an Effective Compliance and Ethics Program	1
Company's Anonymous Hotline: 1-800-693-8350	1
CORE PRINCIPLES	2
1. LEGAL COMPLIANCE.....	3-4
Overview	3
Antitrust Laws	3
Illegal Activities	3
External Audits and Reviews	4
Lobbying and Political Activity.....	4
Copyright Law	4
Relationships with Foreign Businesses and Governments.....	4
2. BUSINESS ETHICS	5
Overview	5
Honest Communication.....	5
Marketing and Advertising	5
Misappropriation of Proprietary Information.....	5
3. ADDRESSING CONSTRUCTION INDUSTRY COMPLIANCE AND ETHICS	6-8
Contracts.....	6
Working within Facilities.....	7
Safety.....	7
Quality Control	8
Sanctioned Individuals and Debarred Businesses.....	8
4. OUR CONDUCT IN THE WORKPLACE.....	9
Equal Employment.....	9
Freedom from Harassment	9
A Safe Environment	9

TABLE OF CONTENTS

5. AVOIDING CONFLICTS OF INTEREST	10-12
Overview	10
Activities and Relationships (Outside the Company)	10
Services for Competitors and Vendors	10
Entertainment, Gifts, and Gratuities	11
Workshops, Seminars, and Training Sessions	11
Contracting.....	11
Business Inducements	12
6. RESPECTING COMPANY PROPERTY	13-14
Overview	13
Internal Control	13
Financial Transactions and Reporting	13
Accuracy, Retention, and Disposal of Documents and Records	13
Use of Resources	14
Travel and Entertainment.....	14
Use of Corporate Assets	14
7. MAINTAINING CONFIDENTIALITY	15-16
Overview	15
General Confidentiality Guidelines.....	15-16
Insider Trading	16
EMPLOYEE RESPONSIBILITIES AND CONSEQUENCES	17-18
Employee Responsibilities	17
Reporting Suspected Violations.....	17
Resolution, Communication, and Non-Retaliation	17
Consequences of Violations	18
ADMINISTRATION AND APPLICATION OF THIS CODE OF CONDUCT	19
Overview	19
Miscellaneous	19
APPENDIX	20
Contacts.....	20



INTRODUCTION

W. F. Magann Corporation (referred to as the “Company” hereafter) is committed to building and supporting an organization that demonstrates honesty, integrity, ethics, and best practices in order to ensure the safety and security of our employees, the fair treatment of our customers and business partners; as well as, the success of the business.

The Company is committed to designing, implementing, and maintaining and revising, when appropriate, our Compliance and Ethics Program to include the following seven essential elements:

1. Written standards of conduct and policies and procedures to ensure our standards are properly communicated to our employees;
2. Designation of a Director of Compliance;
3. Education and training;
4. Audits and evaluations to monitor compliance;
5. Establishment of reporting processes and procedures for complaints;
6. Disciplinary measures in place to ensure efforts toward compliance and ethical behavior; and
7. Investigation and remediation of all reports of noncompliance and unethical behavior and systemic problems.

In an effort to strengthen this commitment, our Compliance and Ethics Program is designed to maximize the abilities of each team member to prevent this behavior and make a difference at our company.

Using a variety of printed awareness materials and regular team meetings, we will work to build awareness of unethical, illegal, and unsafe behavior in our company, and encourage anyone who is aware of such behavior to immediately report it to management.

We realize it’s not always comfortable, or possible, to report inappropriate behavior to management; therefore, we have contracted a company, *The Network*, to provide a third party, anonymous 1-800 hotline number. This service will allow you to report unethical, illegal, unsafe, or even questionable behavior anonymously without fear of retaliation. This service is available 24 hours a day, 7 days a week, 365 days a year.

The following Code of Conduct is meant to provide an overview of Company policies on compliance, ethics, and conduct-related issues. The Compliance and Ethics Code of Conduct is a living document and is subject to change as we refine our policies and procedures and as government agencies and regulators modify their rules.

If after your review of the Code of Conduct, you find that you need additional information, or if you have a compliance or ethics related question or concern, you should address the concern with your supervisor or the Director of Compliance. These are the best sources when you need help understanding the laws, regulations, and practices that affect your work. You may also call the Company’s Hotline at **1-800-693-8350** if you wish to remain anonymous.



CORE PRINCIPLES

1. LEGAL COMPLIANCE

We uphold all federal and state laws and regulations while working at W.F. Magann Corporation.

2. BUSINESS ETHICS

We are committed to the highest standards of business ethics and integrity and it is expected that employees will not engage in any activity or scheme intended to defraud anyone of money, property, or honest services.

3. ADDRESSING CONSTRUCTION INDUSTRY COMPLIANCE AND ETHICS

The heavy, industrial, concrete, and marine construction work we perform is done so within a highly regulated industry within which we are committed to striving to comply with all regulations, drawings, and specifications, and doing so ethically and with integrity.

4. OUR CONDUCT IN THE WORKPLACE

We treat fellow employees, customers, and suppliers with fairness, honesty, and respect. This includes refraining from gender or racial bias, or sexual or other harassment. We treat each other in the way we would wish to be treated.

5. AVOIDING CONFLICTS OF INTEREST

While employed with W.F. Magann Corporation, it is expected that you will refrain from any associations or activities that might conflict with W.F. Magann Corporation's interests. We also only accept or give gifts of a nominal value to contractors or customers. We do not take advantage of our association with W.F. Magann Corporation for personal gain.

6. RESPECTING COMPANY PROPERTY

We treat company property as such. We protect and preserve company property and refrain from using it for personal gain.

7. MAINTAINING CONFIDENTIALITY

We honor the privacy of our employee's personal information just as we expect our privacy to be protected. In addition, we promise to protect trade secrets and the confidential information that belongs to the Company, otherwise known as "intellectual property", and refrain from divulging information that could be harmful to the Company or could provide an advantage to our competitors.



1. LEGAL COMPLIANCE

We uphold all federal and state laws and regulations while working at W.F. Magann Corporation.

OVERVIEW

Though we are a privately held company, we are heavily regulated by federal, state, and local agencies and associated laws and regulations. We have exposure to further regulation under our contracts with federal and state agencies. The Company will strive to ensure that all activity by or on behalf of the Company is in compliance with all applicable federal, state, and local laws and regulations as well as all contractual obligations. The following Standards are intended to provide guidance to Company personnel to assist them in their obligation to comply with applicable laws. These standards are neither exclusive nor complete. Company personnel are required to comply with all applicable laws, whether or not specifically addressed in these policies. If questions regarding the existence of, interpretation or application of any law arise, they should be directed to your supervisor or the Director of Compliance.

ANTITRUST LAWS

Antitrust laws ensure fair competition among companies. These laws also protect the public against business competitors who band together or “collude” to unfairly set prices. You could be breaking these laws if you do things as simple as discuss with competitors any of the following: pricing; terms and conditions of sales; or dealings with customers, suppliers or other competitors. Our competitors include other construction firms that compete with our company either directly or indirectly for the same or similar projects, in whole or in part. Our competitors, at times, may not be contractors, but instead may be other businesses, for example an architectural or engineering firm, that may partner with a competitor to bid work. It is important that if you are faced with a situation in which you are unsure if a particular firm would be considered a competitor to ask the appropriate person within the Company. If you are unsure who to ask, please contact the Director of Compliance for guidance.

All Company personnel must comply with applicable antitrust and similar laws that protect competition. Examples of conduct prohibited by the law include (1) agreements to fix prices, bid-rigging, and collusion (including price-sharing) with competitors; (2) boycotts, certain exclusive dealings and price discrimination agreements; and (3) unfair trade practices including bribery, misappropriation of trade secrets, deception, intimidation, and similar unfair practices.

You should be particularly sensitive to antitrust rules if you participate in trade associations or other meetings where competitors are likely to be present.

ILLEGAL ACTIVITIES

The Company and its employees will not engage, directly or indirectly, in any corrupt business practices or other illegal activities. Such activities include, but are not limited to, fraud, embezzlement, and kickback arrangements.

Fraud includes false statements in bills or estimates like falsified time sheets and expense reports or inaccurate statements regarding material quantities. Another type of fraud, involves making false statements regarding the quality of the Company's work, the degree of job completion or the existence of differing site conditions.

A kickback arrangement involves accepting or offering payoffs intended to induce, influence or reward favorable decisions of any person or entity in a position to benefit the Company. Such persons or entities include customers, contractors, vendors, and government personnel. A bribe is a payment made in exchange for favorable treatment on a contract.



EXTERNAL AUDITS AND REVIEWS

From time to time, we will have outside parties on site to perform financial and regulatory audits and reviews of our financial statements, operations and business practices. These outside parties include independent auditors and federal and state government regulators and inspectors. It is the Company's policy to fully cooperate with these auditors and provide them with all necessary information. During these audits or inspections, you must never conceal, destroy or alter any document or give any false or misleading statements to inspectors. Also, you should never provide inaccurate information or obstruct, mislead, or delay communication of information or records about a possible violation of the law.

LOBBYING AND POLITICAL ACTIVITY

Company personnel will refrain from engaging in activities that may jeopardize the organization, including certain improper lobbying and political activities.

- Any agreement to contribute any money, property, or services of any officer or employee on behalf of the Company, at the Company's expense, to any political candidate, party, organization, committee, or individual must be in compliance with any and all applicable laws. Company personnel may independently participate in and contribute to political organizations or campaigns, but they must do so as individuals, not as representatives of the Company or at the Company's expense, and they must use their own funds.
- In cases in which their experience may be helpful, authorized representatives of the Company may publicly offer recommendations concerning legislation or regulations being considered. In addition, they may analyze and take public positions on issues that have a relationship to the operations of the Company when the Company's experience contributes to the understanding of such issues.
- The Company has many contacts and dealings with governmental bodies and officials. All such contacts and transactions shall be conducted in an honest and ethical manner. Any attempt to influence the decision-making process of governmental bodies or officials by an improper offer of any benefit is absolutely prohibited. Any reports or demands by any governmental representative for any improper benefit should be immediately reported to the Company's Director of Compliance. Additionally, the Company should refrain from entering into any consulting or other contractual arrangement with any government or elected official in order to avoid the appearance of impropriety.

COPYRIGHT LAW

We follow state, federal, and, when applicable, foreign laws pertaining to copyright protection. This includes laws that prohibit duplication of print materials, licensed computer software and other copyright protected work.

RELATIONSHIPS WITH FOREIGN BUSINESSES AND GOVERNMENTS

The Company will comply with all applicable laws and regulations governing relationships with foreign owned businesses, foreign individuals and their respective governments. Disclosure of United States technology to foreigners in a meeting, in an email or by any other means is regulated by the United States government. Employees interacting with foreign companies or individuals shall seek guidance from the Director of Compliance before any such interaction.



2. BUSINESS ETHICS

We are committed to the highest standards of business ethics and integrity and it is expected that employees will not engage in any activity or scheme intended to defraud anyone of money, property, or honest services.

OVERVIEW

In furtherance of the Company's commitment to the highest standards of business ethics and integrity, employees will accurately and honestly represent the Company and will not engage in any activity or scheme intended to defraud anyone of money, property, or honest services.

The standards set forth below are designed to provide guidance to ensure that the Company's business activities reflect the highest standards of business ethics and integrity.

HONEST COMMUNICATION

The Company requires candor and honesty from individuals in the performance of their responsibilities and in all communications. No employee shall make false or misleading statements to any other employee, person, or entity doing business with the Company – this includes the intentional omission of information – about persons or entities doing business or competing with the Company, or about the products or services of the Company or its competitors.

MARKETING AND ADVERTISING

The Company will use marketing and advertising to educate its existing and prospective customers about its products and services and to encourage business growth and development. We will present, to the best of our ability and knowledge, truthful, informative and accurate information in all advertising and marketing.

MISAPPROPRIATION OF PROPRIETARY INFORMATION

Company personnel shall not misappropriate confidential or proprietary information belonging to another person or entity, nor utilize any publication, electronic data, document, computer program, information or product in violation of the Company's or a third party's interest in such product. All Company personnel should ensure that they do not improperly copy, for their own use, documents or computer programs in violation of applicable copyright laws or licensing agreements. Company personnel shall not utilize confidential business information obtained from competitors, including customer lists, price lists, contracts, or other information in violation of a covenant not to compete, prior employment agreements, or in any other manner likely to provide an unfair competitive advantage to the Company. It is not acceptable for Company personnel to obtain confidential information about a competitor by unlawful means or when doing so would violate a contractual obligation.



3. ADDRESSING CONSTRUCTION INDUSTRY COMPLIANCE AND ETHICS

The heavy, industrial, concrete, and marine construction work we perform is done so within a highly regulated industry within which we are committed to striving to comply with all regulations, drawings, and specifications, and doing so ethically and with integrity.

CONTRACTS

The Company will honor all contracts into which it enters.

Government Contracts

Contracting with the federal government is a highly regulated process. Federal government contracting is governed by a maze of statutes and regulations that dictate, among other things, what method or process an agency must use to solicit a contract; how the agency is to negotiate or award a contract; and under certain circumstances, what costs the government will reimburse and how a contractor must account for these costs. The federal government also imposes many socio-economic obligations through its contracts, including requirements related to affirmative action, a drug-free workplace, and minimum employee wages.

The Federal Acquisition Regulation (the “FAR”) contains the uniform policies and procedures for acquisitions by all federal agencies. It implements or addresses nearly every procurement-related statute or executive policy. In doing so, the FAR reaches every stage of the acquisition process. Government contracts contain a host of standard terms and conditions, referred to as “clauses”, which by regulation are non-negotiable. A typical government contract usually contains numerous standard FAR clauses, each of which must be reviewed carefully to ensure compliance with the requirements of each individual clause.

It is of the utmost importance that the Company complies with the requirements of each and every clause contained in our contracts. It is the responsibility of the Estimator(s), Project Manager(s), Superintendent(s), Procurement Manager(s), and the Director of Compliance to review and communicate expectations to those assisting in the performance of the contracts to ensure compliance with the clauses incorporated in our contracts. Additionally, the Company must, when applicable, cite a flow-down clause in the contracts we issue for the performance of services or the delivery of goods on government projects to ensure our service and materials suppliers and business partners comply with the clauses contained in the government contract.

It is expected that all Company employees, service and material suppliers, and business partners will follow the clauses contained in the contracts we are issued and that we issue. Additionally, it is expected that employees, service and material suppliers, and business partners will contribute to the overall compliance with these clauses at each location by sharing thoughtful insight and assisting their co-workers with contract compliance. All employees, service and material suppliers, and business partners are urged to report any and all contract noncompliance to the Procurement Manager, the Director of Compliance, or through the Hotline **1-800-693-8350**.

Procurement Integrity

The Procurement Integrity Act implements two (2) important Federal Government objectives. First, it regulates the process by which contractors can hire government employees. You are not authorized to offer employment at the Company to a government employee. If you would like to explore hiring a government employee, route the request through the Director of Compliance. Second, the Act prohibits the disclosure of procurement information like proposals or government source selection documents. If you have access to proposal or source selection information, ensure you know the rules regarding how to handle the information.



Mandatory Disclosure

The government has mandated that federal contractors and subcontractors disclose federal crimes, intentional or otherwise, relating to the award or performance of a federal contract. Provisions are included requiring reporting criminal violations relating to contract award and performance and consequences associated with noncompliance. The Company is committed to complying with the government's rule of mandatory disclosure.

WORKING WITHIN FACILITIES (Government and Private)

It is expected that all Company employees, service and material suppliers, and business partners will heed the advice and warnings of the rules and regulations governing safety, security, and admittance at each facility in which we perform work. Oftentimes, rules and requirements are different from facility to facility; however, the expectation of compliance with the individual facility's rules and regulations follows. Additionally, it is expected that employees, service and material suppliers, and business partners will contribute to overall compliance with the varying rules and regulations at each location by sharing thoughtful insight and assisting their co-workers with facility compliance. All employees, service and material suppliers, and business partners are urged to report any and all deviances from facility compliance to their supervisor, the Director of Safety, the Director of Compliance, or through the Hotline **1-800-693-8350**.

SAFETY

The resources of the Company are continually focused on achieving and improving quality, safety, and performance on every job, large or small. Whether it's internal operations or specialty construction, safety is emphasized at every level and every phase of work.

It is the policy of the Company to provide a safe and healthful place of employment for all of our employees, service and materials suppliers, and business partners. To achieve our goal, we operate under five guiding principles:

1. Abide by all federal, state, and local regulations as they pertain to construction;
2. Abide by all facility-specific safety rules and instructions;
3. Apply good sense and safe practices to all jobs;
4. Exercise good judgment in the application of this policy; and
5. Protect the public from any and all hazards, which result from our operations.

The Company has developed a 200+ page Safety Program which is administered by the full-time Director of Safety and his field staff. Our Program was developed based on the standards set forth by the U.S. Army Corps of Engineers' Engineering Manual 385-1-1 and the U.S. Department of Labor's Occupational Safety and Health Administration (OSHA). The duty of the Director of Safety is to ensure the conformance of all parties to the standards contained in our Safety Program. Additionally the Director of Safety ensures that no one engages in onsite work under conditions that are unsanitary, hazardous or dangerous to an employee's, service and material supplier's, or business partner's health or safety. To this end, he has the full authority to direct work stoppage and to expend funds to correct conditions that pose imminent danger. The Director of Safety reports solely to the President of the Company.

It is expected that all Company employees, service and material suppliers, and business partners will heed the advice and warnings of the Director of Safety, his staff, and the safety representatives of the individual facilities in which work is performed. Additionally, it is expected that employees, service and material suppliers, and business partners will contribute to the overall safety of operations at each location by sharing thoughtful insight, and assisting their co-workers with safety compliance. All employees, service and material suppliers, and business partners are urged to report any and all unsafe, unsanitary, or otherwise hazardous or potentially hazardous conditions to their supervisor, the Director of Safety*, or through the Hotline **1-800-693-8350**.



QUALITY CONTROL

Quality is a defined level of excellence and is a standard the Company is dedicated to achieve. In the performance of our tasks, we strive to ensure that construction is performed according to plans and specifications, on time, within a defined budget, and in a safe work environment. We recognize that delivering a quality product is paramount, so we focus our operations on successfully completing tasks, providing deliverables that are timely and of good quality, and being stewards of client funds.

We treat Construction Quality Management as a partnering effort between our clients and our Construction Team. By cooperating and teaming with our clients on all levels, we are better equipped to maintain the quality level standards established by our client's projects through their criteria, contracts, designs, drawings, specifications, industry standards and construction processes.

The duty of the Quality Control Director is to ensure, and support other staff in the assurance of, the conformance of all parties to the standards established by our client's projects through their criteria, contracts, designs, drawings, specifications, industry standards and construction processes.

It is expected that all Company employees, service and material suppliers, and business partners will heed the advice and warnings of the Quality Control Director, other Quality Control staff, and the quality control representatives of the individual facilities in which work is performed. Additionally, it is expected that employees, service and material suppliers, and business partners will contribute to the overall quality of operations at each location by sharing thoughtful insight, and assisting their co-workers with quality compliance and assurance. All employees, service and material suppliers, and business partners are urged to report any and all variations from the accepted Quality Control Plan to their supervisor, the Quality Control Director, or through the Hotline **1-800-693-8350**.

SANCTIONED INDIVIDUALS AND DEBARRED BUSINESSES

Individuals previously convicted of certain criminal offenses or listed as debarred or excluded by a federal or state agency (sanctioned) should not be employed, contracted, provided services, et cetera by the Company. Employees, contractors, or clients convicted of certain criminal offenses while under contract with the Company should not be retained.

Sanction checks will be done for each new or prospective employee, vendor, contractor, business partner (both formal and informal), or client. In addition to sanction checks, background checks will be performed on employees applying for positions deemed sensitive. A Representations and Certifications form will be required to be completed by current and prospective vendors, contractors, and business partners. The completed Representation and Certifications must be reviewed and approved prior to contracting with the business.



4. OUR CONDUCT IN THE WORKPLACE

We treat fellow employees, customers, and suppliers with fairness, honesty, and respect. This includes refraining from gender or racial bias, or sexual or other harassment. We treat each other in the way we would wish to be treated.

EQUAL EMPLOYMENT

The Company believes in hiring, promoting and compensating employees without regard to race, color, national origin, age, gender, religious preference, marital status, sexual orientation, handicap or disability, veteran status, or pregnancy or any other basis protected by law. We are committed to equal employment practices and comply with all laws, regulations and policies related to non-discrimination. This policy applies to all aspects of employment - recruitment, selection, job assignment, promotion, transfer, layoff, recall, compensation, discipline, termination and access to benefits and training.

FREEDOM FROM HARASSMENT

The Company does not condone any form of harassment. This includes harassment based on race, color, religion, gender, national origin, sexual orientation, handicap or disability, veteran status, or pregnancy or any other basis protected by law. We fully expect employees to report violations to their supervisors, the Director of Compliance, or the Company's third party, anonymous hotline phone number **(1-800-693-8350)**.

Remember, harassment means different things to different people, so we should all refrain from any offensive or inappropriate behavior. Examples of inappropriate behavior may include degrading jokes, intimidation, slurs, and verbal or physical sexual harassment. Reports of harassment will be promptly investigated, and employees engaging in this behavior will be disciplined and possibly terminated.

A SAFE ENVIRONMENT

We are all responsible for creating a safe working environment. Please use safety devices and report any potential or actual hazards to your supervisor. Hazards include security violations or criminal activity that take place on company premises. In addition, please report any injuries or illnesses to your supervisor.

Violence has no place at the workplace and will not be tolerated. This includes intimidation, violent acts and threats of violence.



5. AVOIDING CONFLICTS OF INTEREST

While employed with W.F. Magann Corporation, it is expected that you will refrain from any associations or activities that might conflict with W.F. Magann Corporation's interests. We also only accept or give gifts of a nominal value to contractors or customers. We do not take advantage of our association with W.F. Magann Corporation for personal gain.

OVERVIEW

Business transactions with vendors, contractors, government entities, and other third parties shall be transacted free from offers or solicitation of gifts and favors or other improper inducements in exchange for influence or assistance in a transaction.

The Standards set forth below are intended to guide employees in determining the appropriateness of the listed activities or behaviors within the context of Company business relationships, including relationships with vendors, subcontractors, and government entities. It is the intent of the Company that this policy be construed broadly to avoid even the appearance of improper activity. If there is any doubt or concern about whether conduct or activities are legal, ethical or otherwise appropriate, you should contact the Company's Director of Compliance.

ACTIVITIES AND RELATIONSHIPS (OUTSIDE THE COMPANY)

It is important to ensure that our outside activities do not in any way conflict with or pose a hazard to the Company. There are some simple guidelines you should follow when determining whether a conflict of interest exists. First avoid personal outside activities or associations that might influence your business decisions or your ability to do your job objectively. Also, avoid making significant personal financial investments in competitors, suppliers, or customers.

All Company personnel are expected to regulate their activities so as to avoid actual impropriety or the appearance of impropriety that might arise from the influence of those activities on business decisions of the Company, or from the disclosure or private use of business affairs or plans of the Company.

If you are not sure whether an outside activity represents a conflict of interest, ask your supervisor or the Director of Compliance for assistance.

SERVICES FOR COMPETITORS AND VENDORS

No Company personnel shall perform work or render services for any competitor of the Company or for any organization with which the Company does business or that seeks to do business with the Company outside of the normal course of his or her employment with the Company without the prior written approval of the President of the Company or the Director of Compliance. Nor shall any employee be a director, officer, or consultant of a competing organization, or permit his or her name to be used in any fashion that would tend to indicate a business connection with such organization without the prior written approval of the President of the Company or the Director of Compliance.

In connection to this principle, Company personnel who work in a trade capacity and are paid hourly may perform work or services for Company competitors while employed by the Company so long as it doesn't interfere with the Company assigned work schedule. The Company expressly acknowledges and waives such conflict of interest.



ENTERTAINMENT, GIFTS, AND GRATUITIES

The Company feels some business entertaining – including meals, social events or training and educational activities – is an acceptable practice, but the cost and scope of these activities should be reasonable and appropriate. Before accepting or extending such invitations, you should check first with your supervisor. We all share a responsibility to make business decisions based on what is best for the Company.

Similarly, you should refrain from giving or accepting excessive gifts to or from vendors, customers or other business associates. Before accepting or giving a gift, employees should first confer with a supervisor or the Director of Compliance to ensure it is of an appropriate nature. Below are some guidelines to avoid the appearance of impropriety:

Gifts Influencing Decision-Making

Employees shall not accept gifts, favors, services, entertainment, or other things of value to the extent that decision-making or actions affecting the Company might be influenced. Similarly, the offer of giving of money, services, or other things of value with the expectation of influencing the judgment or decision-making process of any client, supplier, government official, or other third party by the Company is absolutely prohibited. Any such conduct should be reported immediately to the Director of Compliance or through the anonymous hotline **(1-800-693-8350)**.

Gifts from Vendors

Employees may retain gifts from a vendor if the gifts have only a nominal value. If an employee has any concern whether a gift should be accepted, the employee should consult with his or her supervisor or the Director of Compliance. To the extent possible, these gifts should be shared with the employees' co-workers. Employees shall not accept excessive gifts, meals, expensive entertainment, or other offers of goods or services that have more than a nominal value, nor may they solicit gifts from vendors, suppliers, contractors, or other third parties.

Vendor-Sponsored Entertainment

At a vendor's invitation, an employee may accept meals or refreshments at the vendor's expense. Occasional attendance at a local theater or sporting event, or similar entertainment at the vendor's expense may also be acceptable.

WORKSHOPS, SEMINARS, AND TRAINING SESSIONS

Attendance at local vendor-sponsored workshops, seminars, and training sessions is permitted. Attendance at out-of-town seminars, workshops, and training sessions is permitted only with the approval of an employee's supervisor or the Director of Compliance.

CONTRACTING

Employees may not utilize "insider" information for any business activity conducted by or on behalf of the Company. All business relations with subcontractors and vendors must be conducted objectively both in fact and in appearance and in compliance with Company policies and procedures. Employees must disclose to the Company, personal relationships and business activities with vendor and contractor personnel, which may be construed by an impartial observer as influencing the employees' performance or duties. Employees have a responsibility to obtain clarification from management on questionable issues that may arise, and to comply with the Company's Conflict of Interest policy.



BUSINESS INDUCEMENTS

Company employees shall not seek to gain any personal or professional advantage through the improper use of payments, business courtesies, or other inducements. Offering, giving, soliciting, or receiving any form of bribe or other payment is prohibited.

Appropriate discounts and allowances are customary and acceptable business inducements provided they are approved by Company management and that they do not constitute illegal or unethical payments. Any such payments must be reasonable in value, competitively justified, properly documented, and made to the business entity to which the original agreement or invoice was made or issued. Such payments should not be made to individual employees or agents of business entities.

In addition, employees may provide gifts, entertainment and meals of nominal value to Company customers, current and prospective business partners, and other persons when such activities have a legitimate business purpose, are reasonable, and consistent with all applicable laws.



6. RESPECTING COMPANY PROPERTY

We treat company property as such. We protect and preserve company property and refrain from using it for personal gain.

OVERVIEW

The Standards set forth below are intended to guide employees by articulating the Company's expectations as they relate to activities or behaviors that may impact the Company's financial health.

INTERNAL CONTROL

The Company has established control standards and procedures to ensure that assets are protected and properly used and that all records and reports kept in the course of the Company's business are accurate and reliable. All employees share the responsibility for maintaining and complying with required internal controls.

FINANCIAL TRANSACTIONS AND REPORTING

All of the Company's business transactions shall be carried out in accordance with management's general or specific directives. All of the Company's books and records shall be kept in accordance with generally accepted accounting standards, except where statutory standards are applicable. All transactions, payments, receipts, accounts, and assets shall be completely and accurately recorded on the Company's books and records on a consistent basis. No payment shall be approved, made or requested with the intention or understanding that it will be used for any other purpose than that described in the supporting documentation of the payment.

All financial reports, accounting records, reports, expense accounts, timesheets and other documents must accurately and clearly represent the relevant facts or the true nature of a transaction. Improper or fraudulent accounting, documentation, or financial reporting is contrary to the policy of the Company and may be in violation of applicable laws.

ACCURACY, RETENTION, AND DISPOSAL OF DOCUMENTS AND RECORDS

Employees are responsible for the integrity and accuracy of the Company's documents and records, not only to comply with legal and regulatory requirements, but also to ensure that records are available to defend the Company's business practices and actions. No one may falsify information on any record or documents. Business records shall be maintained and retained in accordance with the law and Company policies and procedures. Business records include paper documents such as letters and memos, electronic data (email, files on disk or tape) and any other medium that stores information about the Company or its business activities. It is important to retain and destroy them in accordance with Company policy.



USE OF RESOURCES

The Company prohibits *inappropriate* use of company property. Employees are trusted to act responsibly, reasonably and maturely, and to use good judgment in the use of all company-provided communications and computing devices, including but not limited to:

- Communications systems;
- Electronic mail;
- The Internet;
- Facsimile;
- All forms of printed and electronic media;
- Copying devices (scanners and copy machines);
- Telephones;
- Cell phones;
- Voice mail service;
- Portable/wireless PDAs;
- Desktop and laptop computers; and
- Remote access/dial-up hardware and software devices.

Limited, reasonable personal use of the Company's communication systems is permitted; however, such communications are not private. Sensitive information should not be sent by any method for which security and confidentiality cannot be ensured.

Subject to any applicable laws and Company policies and procedures, the Company reserves the right to periodically access, monitor and disclose the contents of its communications systems. Company employees may not use Company communications systems for access to the Internet at work to post, store, transmit, download, or distribute any threatening, knowingly reckless or maliciously false, or obscene materials. Additionally, the Company's communications systems may not be used to send copyrighted materials that are not authorized for reproduction.

TRAVEL AND ENTERTAINMENT

Travel and entertainment expense should be consistent with the employee's job responsibility and the organization's needs and resources. It is the Company's policy that an employee should not suffer a financial loss or a financial gain as a result of business travel and entertainment. Employees are expected to exercise reasonable judgment in the use of Company assets and to spend the organization's assets as carefully as they would spend their own.

USE OF CORPORATE ASSETS

All employees are expected to refrain from converting Company assets to personal use. All property usage and business of the organization shall be conducted in the manner designed to further the Company's interest rather than the personal interest of an individual employee. Employees are prohibited from the unauthorized use or taking of the Company's equipment, supplies, materials, or services. Prior to engaging in any activity on Company time that will result in remuneration to the employee or the use of the Company's equipment, supplies, materials, or services for personal or non-work-related purposes, employees shall obtain the approval of their supervisor.



7. MAINTAINING CONFIDENTIALITY

We honor the privacy of our employee's personal information just as we expect our privacy to be protected. In addition, we promise to protect trade secrets and the confidential information that belongs to the Company, otherwise known as "intellectual property", and refrain from divulging information that could be harmful to the Company or could provide an advantage to our competitors.

OVERVIEW

The Company will strive to maintain the confidentiality of all employees, clients, and vendors, as well as other confidential information in accordance with applicable legal and ethical standards.

Company personnel are in possession of and have access to a broad variety of confidential, sensitive, and proprietary information, the inappropriate release of which could be injurious to the Company, Company employees, business partners, clients, and vendors. The Company has an obligation to actively protect and safeguard confidential, sensitive, and proprietary information in a manner designed to prevent the unauthorized disclosure of information.

GENERAL CONFIDENTIALITY GUIDELINES

The Company is committed to preserving the right of privacy for all our employees and protecting the Company's interests. The following information is classified as confidential. Be sure to follow all applicable laws and company policies when using or sharing such information.

Employee Health and Medical Information

Insurance and protected health information, including diagnoses and treatments, personal data, billing, and contact information are examples of employee health and medical information. All Company employees have an obligation to maintain the confidentiality of employee medical information in accordance with all applicable laws and regulations. Employees shall refrain from revealing any personal information or confidential information concerning employees unless permitted by law, and is for legitimate business, quality improvement, or insurance purposes. If questions arise regarding an obligation to maintain the confidentiality of information or the appropriateness of releasing information, employees should seek guidance from policies and procedures, management, and/or the Director of Compliance.

General Employee Information

Employee information, including personnel files, evaluations, disciplinary matters, and medical or psychological assessments, payroll information, and similar information shall be maintained in a manner designed to ensure confidentiality in accordance with applicable laws and/or Company policies and procedures. Employees will exercise due care to prevent the release or sharing of information beyond those persons who may need such information to fulfill their job function.

Business Information

Business information such as financial, marketing, and statistical data; competitive information; budgets; processes; techniques; mergers; acquisitions; or significant reorganizations; bid proposals and contract negotiations; layoffs; research and development; and business reports and summaries are examples of company-specific information and much of it is referred to as "intellectual property". Information, ideas, and intellectual property assets are important to the Company's success. Information pertaining to the Company's competitive position or business strategies, payment and reimbursement information, and information relating to negotiations with employees or third parties should be protected and shared only



with employees having a need to know such information in order to perform their job responsibilities. Employees should exercise care to ensure that intellectual property rights, including patents, trademarks, copyrights, and software are carefully maintained and managed to preserve and protect its value.

INSIDER TRADING

While the Company is not a publicly traded company, employees are still subject to restrictions against insider trading. As an employee of the Company, you may have access to material non-public information concerning other companies, including the Company's customers and vendors that you may obtain in the course of your employment and daily job function. You may not buy or sell third party stock while aware of such information or engage in any other action to take advantage of this information or pass it on to others. In addition, you may not discuss this information with anyone outside of the Company, and you should discuss it only with those employees of the Company who absolutely need to know it.

Information concerning third party companies is "material" if it is likely to affect the price of the company's stock or would in some other way affect the investment or voting decision of the average shareholder or investor. Examples include major new products or services, significant personnel changes, marketing strategies, mergers and acquisitions, financial results or other strategic plans. Information concerning a third party is "non-public" if it has not been widely circulated to the public through major news services. In general, non-public information concerning a company does not become "public" until the close of trading on the second full day following the company's widespread public release of the information. If you have questions regarding insider trading, please contact the Director of Compliance.



EMPLOYEE RESPONSIBILITIES AND CONSEQUENCES

EMPLOYEE RESPONSIBILITIES

The Company will provide you with the training and education you need to be knowledgeable about our compliance and ethics initiatives. In return, the Company relies on you to help ensure that those initiatives remain a priority. This involves upholding all of the standards outlined in these guidelines, as well as reporting any suspected violations of those standards.

If you observe potential violations of law or the Company Code of Compliance and Ethics, you should not hesitate to report such issues; failure to do so could pose a risk to the Company or, in the case of illegal activities or regulatory violations, a risk to you and/or your co-workers.

REPORTING SUSPECTED VIOLATIONS

If you have a compliance or ethics issue to report please contact any or all of the following:

1. Any Company manager or supervisor; and/or
2. Any Company corporate officer; and/or
3. The Company's Director of Compliance; and/or
4. The Company's third party, anonymous hotline phone number: **1-800-693-8350**.

RESOLUTION, COMMUNICATION, AND NON-RETALIATION

Once a problem or suspected violation has been reported, the Company pledges to quickly investigate and resolve the problem. Neither the Company nor any employee of the Company will retaliate against you for reporting compliance or ethics violations in good faith. In addition, we will provide ongoing communication to employees who report problems.

Prohibition Against Retaliation

No Company employee will be permitted to suffer retaliation or reprisal for making a report of a compliance and ethics violation or suspected violation or for assisting with the investigation of such a report. Such retaliation or reprisal against an employee by any other employee or third party is itself a violation and will subject the individual engaging in such retaliation or reprisal to the full range of disciplinary measures available to the Company, including but not limited to withholding of promotion or transfer, oral or written reprimand, or suspension or termination of employment. Reports of retaliation or reprisal shall be made, received, and investigated.

Prohibition Against Knowing and Intentional False Reports

Any individual who knowingly and intentionally makes a false report of a compliance and ethics violation shall be subject to appropriate discipline, which may include but is not limited to withholding of promotion or transfer, oral or written reprimand, or suspension or termination of an employee's employment.



CONSEQUENCES OF VIOLATIONS

The Company will be thorough and fair when investigating possible compliance or ethics violations. Employees who are deemed to have committed violations will be subject to appropriate disciplinary action, up to and including termination.



ADMINISTRATION AND APPLICATION OF THIS CODE OF CONDUCT

OVERVIEW

The Company expects each person to whom this Code of Conduct applies to abide by the principles and standards set forth herein and to conduct the business and affairs of the Company in a manner consistent with the general statement of principles set forth herein. Conduct not specifically addressed by these standards must be consistent with them. Additionally, Company employees are expected to cooperate with both internal and external investigations, audits, and inquiries.

Failure to abide by this Code of Conduct may subject the Company to severe civil and criminal penalties. It is therefore of the utmost importance that any illegal activity, unethical behavior, or violations of the Code of Conduct or policies and procedures be promptly brought to the Company's attention. Failure of Company employees to report a violation of this Code of Conduct or other illegal or unethical activity will result in disciplinary action, up to and including termination.

MISCELLANEOUS

Nothing in this Code of Conduct is intended to nor shall be construed as providing any additional employment or contract right to employees or other persons.

While the Company will generally attempt to communicate changes concurrent with or prior to the implementation of such changes, the Company reserves the right to modify, amend, or alter the Code of Conduct without notice to any person or employee.



APPENDIX

CONTACTS

Position/Title
Director of Compliance
Human Resources Manager
Director of Safety
Procurement Manager
Quality Control Director
Payroll Manager
Please call (757) 484-2820 to reach any of the contacts listed above.
Compliance Hotline: 1-800-693-8350

