



Building for the Future:

Our Business Ethics Code, Awareness and Compliance Program, including Internal Control Systems

Message from our President

Belief in the virtues of integrity, hard work, and loyalty has earned Advantor Systems its reputation since our founding almost a half century ago. As we look to a future filled with growth and promise, it's important that we continue to build on that foundation and plan for a time when our daily decision making and long-term relationship building may become even more complex.

Our new code of conduct for ethics and compliance, *Building for the Future: Our Business Ethics Code, Awareness and Compliance Program, including Internal Control Systems*, affirms our long-standing values and guiding principles and provides practical guidance that we all can use to help us make good business decisions and address the increasing complexity of our business environment.

My challenge to all of you – including members of our Board of Directors, employees, company affiliates, consultants, contract labor, and others – is simple: please take the time to read the Code carefully. If you have any questions or concerns, I encourage you to speak with your supervisor, the head of your department, or another company resource including any company officer.

Maintaining trust is crucial to our continued success. Our clients, co-workers, business partners, suppliers, regulators, and the communities where we live and work have come to trust that we at Advantor Systems will “do the right thing.” How we conduct our business is every bit as important as what we do. I am confident that each and every one of you will follow the spirit of this code and help our company secure its bright future!

Regards,

H. Todd Flemming
President / CEO

Table of Contents

Contents

TABLE OF CONTENTS	3
ETHICS CODE	5
MISSION	5
VISION.....	5
CORE VALUES.....	5
GUIDING PRINCIPLES	7
INTRODUCTION	8
PURPOSE AND USE OF OUR COMPLIANCE PROGRAM	8
<i>What is the Compliance Program?</i>	8
OUR RESPONSIBILITIES TO OUR CLIENTS.....	9
<i>Quality</i>	9
<i>Gifts and Entertainment</i>	9
<i>Business Courtesies for Government Employees</i>	9
<i>Business Courtesies for Non-Government Persons</i>	10
<i>Honesty in Communications and Contracting</i>	11
<i>Timesheets and Expense Reports</i>	11
<i>Proposal Preparation</i>	12
<i>Gathering Competitive Information</i>	12
<i>Anti-Kickback and Bribery</i>	13
<i>Government Audits</i>	14
<i>Hiring Government Employees</i>	14
<i>Antitrust/Fair Competition</i>	14
OUR RESPONSIBILITIES TO OUR FELLOW EMPLOYEES	15
<i>Health and Safety</i>	15
<i>Diversity and Fair Treatment</i>	15
<i>Zero Tolerance Harassment</i>	16
<i>Workplace Relationships and Appropriate Conduct</i>	16
<i>Employee Privacy</i>	17
OUR RESPONSIBILITIES TO OUR SHAREHOLDERS.....	17
<i>Use of Company Resources and Assets</i>	17
<i>Protection of Company Confidential Information</i>	17
<i>Use of Information Systems</i>	17
<i>Accuracy of Books and Records</i>	19
<i>Accounting and Reporting</i>	19
<i>Conflicts of Interest</i>	19
OUR RESPONSIBILITIES TO OUR SUPPLIERS AND BUSINESS PARTNERS.....	20
<i>Relationships with Subcontractors</i>	20
<i>Supplier Selection</i>	21
<i>Business and Courtesies Offered to Advantor Systems Employees</i>	21
RESPONSIBILITIES TO OUR COMMUNITIES WHERE WE LIVE AND WORK	22
<i>Compliance with Laws and Regulations</i>	22
<i>Upholding Professional Standards</i>	22
<i>Respecting the Environment</i>	22
<i>Complying with Investigations and Records Retention</i>	22

<i>International Trade and Business</i>	23
<i>Bribery and Improper Payments</i>	23
<i>Anti-Money Laundering</i>	24
<i>Communications with the Media</i>	24
<i>Community Activities</i>	24
<i>Political Processes</i>	24
INFORMATION AND RESOURCES	26
ASKING QUESTIONS AND RAISING CONCERNS.....	26
<i>Violations</i>	26
<i>Retaliation</i>	27
<i>Where to Go for Help</i>	27
EMPLOYEE ACKNOWLEDGEMENT	29

Ethics Code

Mission

We provide the highest quality comprehensive solutions to help our customers protect critical assets and meet or exceed regulations.

Vision

To make the world a safer place by securing America's critical resources.

Core Values

Belief in the virtues of integrity, hard work, and loyalty. Belief in the virtues of integrity, hard work and loyalty has earned Advantor Systems its reputation over the years. Building and maintaining trust in our client and industry relationships are essential to our continued success.

- Do the right thing even when no one is looking.
- Admit mistakes and be ready with corrective action.
- Make an extra effort to make the work done right.
- Don't associate with individuals or organizations that are dishonest or lack integrity.

Relentless in the pursuit of quality and excellence. The firm's pursuit of quality and excellence is relentless. It starts with hiring the best, continues with the desire to always improve on client service, and ends with quality worthy of pride by all Advantor Systems employees.

- Encourage one another to constantly improve the delivery of services to clients.
- Seek review of deliverables to assure they are correct and of high quality.
- Strive to satisfy client expectations regardless of budget or schedule.

Honor our promises and contracts. We are proud of our history of honoring promises and contracts. We aggressively manage the delivery of all promises – both written and spoken. This sets the tone for the way we do business and helps establish trust with our client and employees.

- Don't over-promise resources, capabilities or deliverables.
- Aggressively manage schedules, budgets and resources to ensure adherence to all project commitments.
- Recognize that effective communication is instrumental in delivering our promises.
- Maintain accountability at all levels of Advantor Systems.

Belief in open, honest, respectful communications. Open, honest, and respectful communications are what we expect from each other, from management, and from our Board members. We communicate with our clients in the same manner.

- Be honest and truthful with clients, competitors, and fellow employees.
- Communicate openly throughout all aspects of the company.
- Commit companywide to an open door policy.
- Be a good listener.

Actively support our professions. As an industry leader, we do much more than provide services to our respective markets. We must acknowledge the responsibilities associated with our stature and actively shape and guide our professions.

- Share knowledge and information within our professional networks.
- Actively support our professional associations and seek leadership roles where appropriate.
- Seek opportunities to encourage students to enter our professions and mentor them through the educational process.

Personally invest in our communities. As a community stakeholder, we must take full account of the needs and challenges of the communities in which we do business and make personal investment to address them.

- Encourage and support participation in community service activities.
- Take pride in our professional accomplishments and their positive impacts in the world around us.
- Seek opportunities to play leadership roles in addressing the business, political and social issues in our communities.

- Seek opportunities to apply our knowledge and individual talents to the challenges of our communities, always remaining cognizant that we are ambassadors for Advantor Systems.

Guiding Principles

- Conducting our business with integrity, honesty, decency, fairness, and trustworthiness.
- Complying with all relevant laws and regulations.
- Avoiding conflicts of interest.
- Holding paramount the health and safety of the public by never sacrificing quality for profit.
- Not discriminating with respect to race, color, creed, religion, nationality, sex, age, sexual orientation, or disability.
- Embodying the highest professional standards and complying with our company's values and business and professional guidelines.
- Being proud to explain our actions to our colleagues, dearest friends and family, and Advantor Systems Founders.
- Showing courtesy and respect for others and promoting a positive work environment.
- Continuing education on standards and procedures by holding annual training on our Ethics program.
- Maintaining internal control systems by ensuring timely discovery of improper conduct and promptly instituting corrective measures.

Introduction

Purpose and Use of Our Compliance Program

What is the Compliance Program?

Our Compliance Program is a statement of our fundamental values, principles, and key policies and procedures that govern the conduct of Advantor Systems' business and our relationships with our key stakeholders: clients, fellow employees, shareholders, suppliers and business partners, and communities where we live and work.

1. **Clients:** Our mission is to provide professional services to our clients through technical excellence and innovation. Continuing to fulfill this mission is essential for our success. To this end, we are relentless in the pursuit of quality and strive to satisfy client expectations at all times. We seek to build trust and to always communicate honestly with our clients. We are also dedicated to honoring our promises and contract.
2. **Fellow Employees:** Our success depends on the integrity, hard work, and loyalty of Advantor Systems employees. As an organization, we aim to hire the best people and we strive to create a productive work environment where we constantly encourage one another to achieve quality and excellence. We are all responsible for creating a positive work environment that values diversity and promotes open and honest communication.
3. **Shareholders:** As an organization, we have a number of responsibilities to our shareholders. Each of us is responsible for making proper and appropriate use of company funds and assets. We also recognize the importance of maintaining accurate company records and avoiding conflicts of interest.
4. **Suppliers and Business Partners:** We believe in developing and maintaining fair and mutually beneficial relationships with our business partners and suppliers. We are committed to treating all of our suppliers and business partners with fairness, dignity, and respect.
5. **Communities Where We Live and Work:** We believe in holding paramount the health and safety of the public and never sacrificing quality for profit. Being a citizen of the global marketplace also means that we are all responsible for understanding the needs and challenges of the communities in which we do business. In addition, we acknowledge the responsibilities associated with our professions.

All of us on the Advantor Systems team – including members of our Board of Directors, employees, agents, sub-consultants, contract labor, and others – are responsible for following the standards outlined in the Code when they conduct business on behalf of Advantor Systems. Each of us is responsible for our own conduct. No one has the authority to make anyone violate our Code, and any attempt to direct or otherwise influence any employee to commit a violation is itself a violation of our Code. Alleged violations will be investigated and appropriate action will be taken, including disciplinary action for improper conduct or for failing to take reasonable steps to prevent or detect improper conduct.

Our Responsibilities to Our Clients

Quality

We are dedicated to the development and delivery of high-quality professional services, meeting both our own quality standards and our clients' requirements as set forth in contracts and agreements. To ensure we meet our commitments to our clients:

- We use a variety of quality assurance procedures.
- We often certify compliance with quality procedures.
- We do not knowingly misrepresent, in any way, the condition or status of services being prepared or products offered for inspection, testing, or delivery.

Gifts and Entertainment

We win clients based on the merits of our people, expertise, and services. While gifts and entertainment are common practices used to strengthen business relationships, our position is clear: No gift, favor, or entertainment should be accepted or provided if it will obligate or appear to obligate the person who receives it. Receiving or giving gifts of cash or cash equivalents (such as bank checks, traveler's checks, money orders, loans, stocks, etc.) is never allowed.

We want to avoid even the appearance of impropriety, and therefore we limit the types of business courtesies we may offer to firms, agencies, and persons with whom we do business. The term "business courtesies" covers gifts, services, meals, entertainment, hospitality, or any other things of value. We must comply strictly with the following guidelines.

Business Courtesies for Government Employees

Employees of the federal, legislative, and judicial branches and employees of state and local governments are subject to a wide variety of laws and regulations. We must consult Advantor Systems' corporate policies as well as applicable laws and regulations

prior to offering anything of value to such employees. If you have questions, consult your supervisor, Company Officer, or the Human Resources Department.

Q. Both the federal Contracting Officer and I will be traveling to the airport at the same time following a meeting. May I offer the Contracting Officer a ride and save her a taxi ride? The taxi fare would be in excess of \$50.

A. You can offer to “share” the cab with the Contracting Officer, but she must pay her share of the fare.

Q. Our client has asked us to set up a “working lunch” meeting for a group that will include both federal and state employees. The state employees are allowed to accept a reasonable lunch and will expect the lunch to be provided. What should we do?

A. We should provide a “modest” lunch. The cost per person should be modest, typically less than \$20, depending on the jurisdiction. Sandwiches and chips are one reasonable option. We should maintain documentation in the files of the number of people in attendance at the meeting and the cost of the lunch. The federal employees will be required to pay for their own lunch, so the actual cost should be tracked, as well as the fact that the federal employees paid the cost of their individual lunches. Typically, a “basket” or bowl should be provided, along with a suggested “contribution” based on the cost of the lunch, into which the federal employees can place their payment.

Business Courtesies for Non-Government Persons

We may provide meals, refreshments, or entertainment of reasonable value to non-government persons in support of business activities, provided:

- The courtesy is not offered as a “quid pro quo” (offered for something in return for the courtesy);
- The courtesy does not violate any law, regulation, or the standards of conduct of the recipient’s organization. It is **our** responsibility to inquire about prohibitions or limitations of the recipient’s organization before offering any business courtesy; and limitations of the recipient’s organization before offering any business courtesy; and
- The courtesy is consistent with marketplace practices, infrequent in nature, and is not lavish or extravagant.

Never offer or provide cash or other monetary instruments (such as bank checks, traveler’s checks, money orders, loans, stocks, etc.).

Honesty in Communications and Contracting

We are committed to conducting our business fairly and honestly. We must:

- Ensure that all statements, communications, and representations to clients are honest, accurate, and truthful.
- Exercise care to prevent any material or non-approved changes from our contract obligations and scope of work.
- Ensure that all services provided by Advantor Systems meet or exceed contract requirements.

Timesheets and Expense Reports

All timesheets must be completed truthfully and accurately. We must never submit, or direct or pressure any employee to submit time charges that do not accurately reflect actual time worked on a particular contract or project. Contracts with the U.S. Government require that costs be charged in a manner which most closely assigns them to the benefiting contract or job order. Costs which are not directly associated with a contract or job order, such as general and administrative expenses, shall be charged to appropriate overhead accounts.

The improper charging of costs to a Government contract may result in serious criminal and civil penalties to both Advantor Systems and the employees involved! Examples of mischarging include:

- Charging labor to one contract when it is actually spent on another.
- Not properly recording “unallowable” costs.
- Charging costs to a government contract when the contract provisions do not permit such charging.
- Inaccurately recording time as “on the clock” when you are not actually working.

Our time records and expense reports, as well as other information we prepare, may be provided directly to the Government or may form the basis for a representation or claim Advantor Systems makes to the Government. For further guidance, please refer to company policies and procedures with regard to completion of timesheets.

Q. I regularly work 50+ hours per week, but my manager has told me to record only 40 hours on my timesheet. I am not paid on an hourly basis, so there are no salary repercussions, but I am uncomfortable reporting inaccurate information. What should I do?

- A. You should follow the company policy and report 100% of your time worked. We should understand the correct amount of time that it takes for us to complete a project. If you have questions about charging your time, you should contact your manager, Company Officer or HR Department.

Proposal Preparation

Company personnel who prepare contract proposals, negotiate contracts with the U.S. Government, or provide information for those who do must make sure all statements and communications are truthful, clear, complete, and presented in an easy-to-understand manner.

Cost and pricing data provided to the Government must be accurate, complete, and based on the most current information available at the time. We must:

- Ensure cost and pricing data are current, accurate, and complete.
- Correct any information provided to the Government that is NOT current, accurate, and complete.
- Immediately submit updated information if it is received before the parties reach price agreement.

If you have any question about the scope of disclosures or the accuracy of information you are providing, please talk with your supervisor, the Senior Contract Authority, or Company Officer.

Gathering Competitive Information

To compete effectively in the marketplace, it is necessary and legal to gather competitive information fairly. We will always compete fairly and honestly and will not gather information about competitors by inappropriate means. Some forms of information-gathering are wrong and can violate the law as well as our own company standards.

We are committed to avoiding even the appearance of improper information gathering. We may not obtain, accept, or receive:

- Any confidential or proprietary information belonging to someone else to which the Company is not legitimately entitled from any customer, competitor, or other source.
- Information marked by the U.S. Government or other governmental entity as “Source Selection Information” (For example, bid prices, competitor pricing or technical data, proposal evaluations, or other information may be marked as “Source Selection Information.”)

- Non-public bid and proposal information submitted to a governmental entity as part of or in connection with a bid or proposal.
- Confidential or proprietary information in any form possessed by new hires from prior employers.

If you ever have reason to believe that the release receipt of non-public information is unauthorized, or you are uncertain as to the company's legal right to use the information, do not distribute or use it until the question has been reviewed and resolved by a Company Officer.

Q. What are legitimate methods of gathering competitive information?

A. We recognize that it is necessary and legal to gather competitive information fairly. Legitimate sources of competitive information can include newspapers, press accounts, information on the internet or at tradeshow, other public information, and talking with customers but not for the purpose of obtaining confidential information.

Q. While attending a conference, I overheard one of our competitors describe a new construction process they will use for an upcoming project. Since they will bid against us on the project, should I give this information to anyone?

A. Under some circumstances, the company could legally use this information. However, the rules regarding proper use are complex. Therefore, before disclosing the information to anyone within Advantor Systems, you should consult a Company Officer.

Anti-Kickback and Bribery

We believe in safeguarding the integrity of the procurement process for all of our customers. Therefore, **nothing** of value is to be given or accepted, you must immediately report this to a Company Officer.

Q. We are in the midst of contract procurement. I know that the contracting officer is a wine connoisseur and I would like to send her a small gift basket of fine wines. Would this be a bribe?

A. A kickback or bribe may be defined as an money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind that is provided, directly or indirectly, and that has as one of its purposes the improper obtaining or rewarding of favorable treatment in a business transaction. As even the appearance of a bribe can be damaging, do not offer or accept anything of value during the procurement process.

Government Audits

Our business is highly regulated, and occasionally our personnel may come into contact with Government officials responsible for enforcing the law. For example, the U.S. Government has the right to examine selected Company financial records and cost data. State and local agencies may also have similar rights. Always deal honestly with Government officials. Any information provided must be completely accurate, honest, and truthful.

Q. We have just been notified that the U.S. Government will be conducting an audit at our location. What should we do?

A. We have adopted procedures for responding to federal, state, and local Government inquiries or investigations into our business activities. First, contact the Senior Contract Authority immediately when you become aware of an inquiry, request for information, or investigation by any governmental entity. Second, be sure that records relevant to the Government inquiry are preserved. Third, when requested to furnish financial data to Government auditors, responses are to be approved and provided by our President and Chief Financial Officer. Release of any other records and data requested by any governmental agency shall be approved as appropriate by our Senior Contract Authority.

Hiring Government Employees

We want to safeguard the integrity of the contracting process by never causing or contributing to even the **appearance** of favoritism.

Strict rules may govern the hiring, attempting to hire, or discussions involving the hiring, of certain employees of many governmental agencies. Before discussing employment with any current or former government employee, you must consult and receive prior written approval from our Chief Operating Officer or Senior Contract Authority. If a current or former Government employee initiates any employment discussions, you must immediately contact and obtain advice from our Chief Operating Officer or our Senior Contract Authority.

Antitrust/Fair Competition

Antitrust is a blanket term for laws that protect the free enterprise system and promote open and fair competition. Such laws exist in the United States, the European Union, and in many other countries where the Company does business. These laws deal with agreements and practices “in restraint of trade” such as price fixing and boycotting suppliers or customers. They also bar: pricing intended to run a competitor out of business; disparaging; misrepresenting, or harassing a competitor; stealing trade secrets; bribery; and kickbacks.

Antitrust laws are vigorously enforced. Violations may result in severe penalties such as forced sales of parts of businesses and significant fines against the company. There may also be sanctions against individual employees, including substantial fines and prison sentences. These laws also apply to international operations and transactions related to imports into and exports from other countries in which we do business. Employees involved in any dealings with competitors are expected to know that the United States and other countries' antitrust laws may apply to their activities and to consult with the Senior Contract Authority prior to negotiating with or entering into any arrangement with a competitor.

We believe our clients and society at large benefit from fair, free and open markets. Therefore, we do not engage in any practices that would "fix" prices, unfairly restrain trade, or keep competitors out of the marketplace. We will **not**:

- Communicate with competitors to "fix" or control prices, allocate markets, boycott customers or suppliers, or limit the sale of services;
- Make false statements about our competitors; or
- Receive or use our competitor's proprietary information, including pricing information, improperly.

Our Responsibilities to Our Fellow Employees

Health and Safety

We strive to provide one another with a clean, safe, and healthy place to work. All of us must understand the shared responsibilities of abiding by all safety rules and practices, taking the necessary precautions to protect his/herself and co-workers, and reporting immediately any unsafe conditions, practices, or accidents. If you have any questions or wish to report an unhealthy or unsafe condition, please immediately contact the company's Human Resources department or your supervisor. If you need to report an accident, please immediately contact Human Resources and they will contact all necessary parties as appropriate.

Diversity and Fair Treatment

We support diversity in our workplace and among our customers and suppliers. We are committed to equal employment without regard to race, color, religion, gender, national origin, age, medical condition or disability, sexual orientation, veteran status, or any other protected group status as designed by applicable law.

Our Equal Opportunity Employment (EEO) Policy and Affirmative Action Plan (AAP), explains further how discrimination against any employee or prospective employee, or

the making of disparaging comments or criticisms on the basis of race, color, religion, gender, national origin, age, medical condition or disability, sexual orientation, veteran status, or any other illegal or inappropriate basis is strictly prohibited. This policy relates to all phases of employment; including recruitment, hiring, placement, promotion, transfer, compensation, benefits, training, educational, social, and recreational programs, as well as the use of company facilities. If you have questions on our EEO or AAP policy(s) please refer to the Employee Handbook. If you have observed or experienced any form of discrimination, please contact Human Resources.

Zero Tolerance Harassment

It is the policy of the Company that we will not tolerate harassment in any form by employees, vendors, visitors, customers or clients. This applies to all employees and other individuals who represent or serve the employer in any capacity. It is the responsibility of each employee to eliminate all forms of harassment, including those of a sexual nature or involving a hostile work environment. It is particularly the duty of the Company and its supervisors and managers to provide a work environment free from all harassment.

All incidents of harassment must immediately be reported to Human Resources. Complaints of harassment will be promptly and carefully investigated. Refer to the Employee Handbook for further explanation and details of this policy.

Workplace Relationships and Appropriate Conduct

We are expected to conduct ourselves in a manner appropriate to the workplace, to keep all work environments free of harassment, and to treat others with respect and fairness.

Workplace harassment can be verbal, physical, or visual behavior where the purpose or effect is to create an offensive, hostile, or intimidating environment. Sexual harassment, in particular, can include sexual advances, requests for sexual favors, unwanted physical contact, or repeated and unwelcome sexual suggestions. Examples of other prohibited conduct include offensive racial, ethnic, religious, age-related, or sexual jokes or insults; distributing or displaying offensive pictures or cartoons, and using voicemail, e-mail, or other electronic devices to transmit derogatory or discriminatory information. If you observe or experience any form of harassment, you should report it immediately.

Q. I would like to ask a colleague out on a date. Is this acceptable?

A. It is acceptable as long as the colleague is not in a direct or indirect reporting relationship to you. Also, you must use good judgment to ensure that if the offer is unwelcome, you do not pursue it further or create a hostile or intimidating environment.

Employee Privacy

We respect every employee's right to confidentiality of certain employment records, including certain health information, as well as the privacy of personal activities outside of business hours. Employees, who are responsible for maintaining personal information and those who are provided access to such information, must not disclose it inappropriately.

While we respect an employee's right to privacy, we must also recognize that there are situations where it is necessary for the Company to access employee communications. Our company retains the rights of access to all company property, including computers, and all communications, e-mail and voicemail messages, records, and information created in the business setting, regardless of whether the individual considers the information or communication to be private.

Our Responsibilities to Our Shareholders

Use of Company Resources and Assets

Our company resources belong to our shareholders and we must be responsible as to their use. Company resources include but are not limited to our facilities, computers, inventory, trade secrets, office supplies, equipment, products, confidential information, and funds. Additionally, our reputation and identity are among the company's most valuable assets. All employees are responsible for using good judgment to ensure that these resources are not misused or wasted. Theft, carelessness, and waste have a direct impact on our profitability and, ultimately, on all of our jobs. Also, any misuse or misappropriation of company assets may be considered criminal and can bring severe consequences.

Protection of Company Confidential Information

Information is an important asset, and we each share a special responsibility to protect our Company's confidential information. All employees, officers, and directors must maintain the privacy of confidential information entrusted to us by the Company or its subcontractors, clients, or joint venture partners, and may not disclose it unless provided written authorization to do so by a Company official with appropriate authority. Confidential information includes all non-public information that might be of use to our competitors or harmful to Advantor Systems or our customers if disclosed. Keep documents that contain confidential information protected and secure.

Use of Information Systems

Information Systems — the hardware, software, and data that are stored, processed, and reported — are critical to business success. Examples include your desktop or

laptop computer, telephones, file servers and network, e-mail messages, and documents.

Everyone who uses our information systems is responsible for ensuring that these resources operate as they should. This means all employees must use these systems responsibly and primarily for legitimate business purposes. Advantor Systems policy prohibits the use of information systems for the purpose of:

- Engaging in communications that might be considered illegal, offensive, defamatory, harassing, obscene, vulgar, or otherwise disruptive to normal business activity.
- Visiting inappropriate internet sites.
- Improperly disseminating copyrighted or licensed materials or confidential and proprietary information.
- Installing hardware or software without advance authorization from appropriate IT personnel.
- Conducting for-profit, non-Advantor Systems business.

We are also expected to protect the security and confidentiality of our information systems. We must:

- Protect information used to access company information systems, including user IDs, passwords, and building-access key cards.
- Protect the confidentiality and security of our information systems, especially our data.
- Protect information systems from damage, including physical damage and virus-caused damage.

You may use the e-mail, network, and Internet systems for incidental personal use, provided such use does not interfere with Advantor Systems' business operations or your employment obligations. Excessive personal use of the system is not acceptable. Communications that you have at work (including e-mail, voicemail network, Internet, etc.) are not necessarily private, and confidentiality cannot be assured. Our company reserves the right to monitor or make records of all such communications to verify that company policies are being followed or for other reasons. Advantor Systems also reserves the right to disclose specific use of these systems to others.

Q. Is it okay for my manager to access my e-mail without informing me?

- A. Our company reserves the right to monitor e-mail and other information systems as may be necessary. However, managers must have a valid reason to access and employee's e-mail account and must obtain prior approval from Human Resources.

Accuracy of Books and Records

All company business documents, including internal or external correspondence, memoranda, or communication of any type, must be prepared as completely, honestly, and accurately as possible. All company business documents must be preserved and retained in accordance with company policy.

Accounting and Reporting

We make decisions based on information recorded at every level of the company. Inaccurate records lead to poor decisions and negative business consequences. Additionally, our record-keeping procedures are essential to ensure that all costs are properly charged. All transactions between the company and outside individuals and organizations must be promptly and accurately entered in our books in accordance with generally accepted accounting practices and principles. No undisclosed fund may be established for any purpose.

If you have concerns about accounting or auditing matters, you should submit those concerns anonymously, confidentially, or otherwise to Human Resources or the Chief Financial Officer.

Conflicts of Interest

A conflict of interest occurs when our private interest interferes in any way, or even appears to interfere, with the interests of the company as a whole. A conflict situation can arise when we take actions or have interests that may make it difficult for us to make objective and fair decisions when performing our job.

Conflicts of interest between personal and official responsibilities may arise in a variety of ways. Although we cannot list every possible conflict of interest, the following are some common examples that illustrate actual, apparent, or potential conflicts of interest:

- *Outside Employment with a Competitor.* We may not compete with the Company or consult with, or be employed in any capacity by, a competitor of our company.
- *Outside Employment with a Supplier or Client.* We may not be employed by, serve as a director of, or represent a supplier or client of Advantor Systems.
- *Financial Interests in Other Businesses.* We may not own, directly or indirectly, an interest in any business that does or seeks to do business with Advantor Systems or seeks to compete with Advantor Systems. However, it is usually not

considered a conflict of interest to make investments of no more than 1% of the outstanding securities of a public company, no more than \$25,000 of a privately-owned company, or no more than 5% of your total assets.

- *Corporate Opportunities.* We owe a duty to Advantor Systems to advance its legitimate interests when the opportunity to do so arises. We may not take personally for ourselves opportunities that are discovered through the use of company property, information, or position, or use company property, information, or position for personal gain.
- *Certain Relationships.* We may find ourselves in a situation where our spouse, children, parents, in-laws, or someone else with whom we have a close relationship is a supplier, customer, competitor, or employee of Advantor Systems. Such situations are not necessarily prohibited, but you are expected to disclose the situation to a Company Officer.
- *Loans and Guarantees.* It is unlawful for Advantor Systems to extend or maintain credit, arrange for the extension of credit, or renew an extension of credit in the form of a personal loan to or for any director or executive officer.

Perhaps the most important word to remember when it comes to conflicts of interest and outside business activities is **disclosure**. We have the obligation to be transparent in our dealings on behalf of Advantor Systems. If you are ever in a situation in which someone might wonder if your loyalty to Advantor Systems is questionable (even if it is not), you should disclose it a Company Officer.

In addition, while Advantor Systems does not specifically prohibit employees from engaging in outside business activities, employees and management are expected to disclose any outside employment, consulting, or other business activities with any external business.

If you think you may have a conflict of interest or an appearance of a conflict of interest, or that others could possibly believe an activity or relationship you are engaged in is a conflict of interest, you must contact our HR Department or Chief Operating Officer.

Our Responsibilities to Our Suppliers and Business Partners

Relationships with Subcontractors

We are committed to managing our subcontractor, sub-consultant, and supplier relationships in a fair and reasonable manner, consistent with all applicable laws and good business practices.

Supplier Selection

We promote competitive procurement to the maximum extent practicable. Whenever procuring materials, supplies, equipment, consulting, and other service, it is our policy to solicit a sufficient number of responsible and qualified subcontractors to obtain competitive prices and the necessary levels of quality and support. Our selection of subcontractors, suppliers, and vendors will be made on the basis of objective criteria, such as but not limited to, quality, technical excellence, price, delivery, adherence to schedules, service, and maintenance of adequate sources of supply.

Our purchasing decisions will be based upon the supplier's ability to meet our needs and not on personal relationships and friendships. We will always use the highest ethical standards in business practices in source selection, negotiation, determination of contract awards, and the administration of all purchasing activities. We will not encourage a vendor or subcontractor to grant, and we will not knowingly accept any unlawful discount or price which does not represent a fair market value for goods or services of similar quality and quantity.

Business and Courtesies Offered to Advantor Systems Employees

We may accept unsolicited meals, refreshments, and entertainment on an occasional basis, provided:

- The acceptance will build goodwill and encourage successful business relations;
- The courtesies are not lavish or extravagant under the circumstances;
- The courtesies are not frequent and are not part of a pattern of frequent acceptance of courtesies from the same person or firm; and
- The employee accepting the courtesies would feel comfortable knowing that his or her managers and co-workers, as well as the public, know about the courtesies.

Each employee is personally responsible for ensuring that his or her acceptance of such meals, refreshments, or entertainment is proper and could not reasonably be construed in any way as an attempt to secure favorable treatment.

We may not accept any item, service, or other thing of value (including tickets to sporting, recreational, or other events) from a single source with an annual fair market value of over \$250.00 from anyone that does or seeks to do business with Advantor Systems without the approval of your supervisor and a Company Officer. Under no circumstances may we accept cash or cash equivalents (such as gift certificates, loans, stocks, or stock options).

Responsibilities to Our Communities Where We Live and Work

Compliance with Laws and Regulations

We want to be a good corporate citizen wherever we operate by complying with all applicable laws and regulations. Our business is highly regulated, and it is the responsibility of each of us to ensure that we know and comply with the laws and regulations which apply to our job responsibilities. If you need more information about legal requirements for your job, please contact your manager or the Human Resources Department.

Upholding Professional Standards

Many of us have a responsibility to be aware of and adhere to applicable professional standards of conduct, ranging from Engineering to Accounting. As an industry leader, we have responsibilities to help shape and guide our professions by:

- Sharing knowledge and information within our professional networks.
- Actively supporting our professional associations and seek leadership roles where appropriate.
- Seeking opportunities to encourage students to enter our professions and mentor them through the educational process.

Respecting the Environment

It is our policy to manage our business in an environmentally responsible manner and to comply with all federal, state, and local laws and regulations relating to protection of the environment. All Advantor Systems offices and facilities must implement processes designed to comply with all applicable environmental laws. All facilities must have the necessary permits and submit appropriate documentation to governmental agencies in an accurate and timely manner.

Complying with Investigations and Records Retention

If we learn of a subpoena, or a pending or contemplated lawsuit or government investigation, we should immediately contact the Chief Operating Officer or Senior Vice President. We must retain and preserve all records that may pertain to or be relevant to the subpoena, the litigation, or the investigation until informed by our Chief Operating Officer or Senior Vice President as to how to proceed.

In addition, once you have learned of a subpoena, lawsuit, or government investigation, you must also take steps to preserve from destruction all relevant records that, without intervention, would automatically be destroyed or erased (such as e-mails, or voicemail messages). Destruction of such records, even if inadvertent, could seriously harm our

company. If you have any questions regarding whether a particular record pertains to a potential investigation, subpoena, or lawsuit, or regarding how to preserve particular types of records, you should preserve the records in question and ask the Chief Operating Officer or Senior Vice President for advice.

For more detailed instructions on the preservation of records, please consult Advantor Systems' policies and procedures on records retention and disposal.

International Trade and Business

It is company policy to comply with all applicable customs, anti-boycott, embargo, and trade control laws, rules, and regulations. Advantor Systems regularly verifies that its customers, potential customers, and business partners are not subject to a U.S. embargo, sanction, or transaction control.

The Company is committed to conduct its activities free from the unfair influence of bribery and to foster anti-corruption awareness among its employees and business relations throughout the world. There are several laws that govern these transactions:

- The Foreign Corrupt Practices Act (FCPA) is a United States law that prohibits corruptly giving, offering or promising anything of value to foreign officials or foreign political parties, officials or candidates, for the purpose of influencing them to misuse their official capacity to obtain, keep or direct business or to gain any improper advantage. In addition, the FCPA prohibits knowingly falsifying a company's books and records or knowingly circumventing or failing to implement accounting controls. Employees involved in international operations must be familiar with the FCPA and with similar laws that govern our operations in other countries in which we do business.
- The International Traffic in Arms Regulations (ITAR) is a United States law that regulates the international transfers of equipment or technology that may contain prior approval, licensing, and reporting requirements. Employees involved in international operations must also be familiar with the ITAR.
- Additionally, it is illegal to enter into an agreement to refuse to deal with potential or actual customers or suppliers, or otherwise to engage in or support restrictive international trade practices or boycotts.

Bribery and Improper Payments

We want to be good citizens wherever we operate. We are prohibited from offering or giving anything of value to a foreign official for the purpose of inducing favorable business treatment or to affect governmental decisions. Payments need not be in cash to be illegal.

Q. We are bidding on a government contract outside the United States. We wish to bring the representatives on a visit to our headquarters. This is a customary practice in the country. Is this okay?

A. Over the years, many non-cash items have been the basis of federal prosecutions, including travel expenses, golf outings, automobiles, and loans with favorable interest rates or repayment terms. To determine if there is a proper way to undertake the trip, please contact the Chief Operating Officer or Senior Vice President.

Anti-Money Laundering

Anti-money laundering laws prohibit us from engaging in a transaction if we know that the funds involved were derived from illegal activities. We comply with all applicable anti-money laundering laws, rules, and regulations of the United States and other countries having comparable laws.

Communications with the Media

We want to provide open, accurate, and consistent communications to the public. To maintain the consistency and accuracy of this information, corporate spokespersons are designated to respond to all inquiries. Only these spokespersons are authorized to release information to the public at the appropriate time. Unless you have been designated as a spokesperson, you should not respond to inquiries from the press. All inquiries from the media should be forwarded immediately to our President, Chief Operating Officer, Senior Vice President, or other designated spokespersons.

Community Activities

We are encouraged to participate in community organizations and activities. However, we must be alert to conflicts of interest if we hold public office or serve on commissions or advisory groups. All must report any conflict or potential conflict of interest to a Company Officer.

Political Processes

We strongly believe in the importance of participating in civic affairs and the political process, and we encourage all of our employees to exercise their right to vote. We must understand, however, that our involvement and participation in the political process must be on an individual basis, on our own time, and at our own expense. In the United States, federal law prohibits corporations from donating corporate funds, goods, or services, directly or indirectly to candidates for federal offices. This includes employees' work time. Local and state laws also govern political contributions and activities as they apply to their respective jurisdictions, and similar laws exist in other countries.

Employees are prohibited from contributing Advantor Systems' funds, property, or services to any political party, committee, or candidate for any governmental office. Prohibitions include (but are not limited to):

- Use of company e-mail or mailing lists to promote a candidate.
- Use of company time to perform volunteer work for political candidates.
- Pressuring directly or indirectly any colleague, supplier, customer, or business partner to make any political contribution or support any political party or candidate. For example, you may not ask your subordinates to purchase tickets to a political fundraiser.

For further information on political contributions, see the company policy on this subject.

It is also our policy to comply with all applicable laws and regulations relating to lobbying or attempting to influence government officials. For additional guidance or if you have any questions concerning the lobbying or political contributions or activities, please contact the Chief Operating Officer or Senior Vice President.

INFORMATION AND RESOURCES

Asking Questions and Raising Concerns

Our Code is designed to serve as a broad outline of the ethical and legal principles that we are required to abide by. You can learn more about those principles by referring to Advantor Systems' Company policies and procedures, which address specific areas of potential concern or risk and can be found in the Human Resources Department. Because our Code and Company policies and procedures cannot address every legal or ethical issue you might face in the course of business, we all must use common sense and good judgment each and every day. This policy will be reviewed annually, at least, for effectiveness and assessment of risks.

Acting with integrity, honesty, and fairness means speaking up when we:

- Are unsure about the proper course of action and need advice.
- Believe that someone acting on behalf of Advantor Systems is doing, or may be about to do, something that violates the law or our standards of conduct.

Integrity Test

The Integrity Test can help you make good decisions, especially in situations in which there may be no specific policies or standards to guide you. If you are unsure about an action or decision, ask yourself:

1. Do I have all of the information I need to make a responsible decision?
2. Am I complying with the letter and spirit of Company policies and applicable laws and regulations as well as the Company's values?
3. Does it feel right?
4. How would I feel if I were on the receiving end of this action or decision? Would I feel fairly treated?
5. Would I want to read about my action or decision on the front page of the newspaper?

Remember, there are resources available to assist you. **Often the best course of action is to ask questions and consult company resources.**

Violations

When a possible violation is brought to the Company's attention, Advantor Systems will review the allegation and perform an investigation to the extent necessary and appropriate. Anyone violating our standards of conduct will be subject to appropriate disciplinary action, up to and including possible termination of employment. We may also report the misconduct to the appropriate authorities including timely disclosure, in

writing to the agency OIG, with a copy to the Contracting Officer for any violation of Federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations found in Title 18 U.S.C. or a violation of the civil False Claims Act (31 U.S.C. 3729-3733). Advantor Systems will fully cooperate with any and all Government agencies responsible for audits, investigations, or corrective actions.

Retaliation

Any employee, who in good faith seeks advice, raises a concern, or reports misconduct is doing the right thing. Advantor Systems will not permit retaliation of any kind against good faith reports or complaints of violations of our Code or other illegal or unethical conduct. "Good faith" means that you have provided information that you believe to be honest and accurate even if you are later proven to be mistaken.

It is important to note that retaliation can take many forms and that some forms can be more blatant than others. The Company will not demote, terminate, or otherwise discriminate against employees who raise concerns – such employees should be treated respectfully. A change in treatment toward a colleague who has raised a concern (e.g., no longer sharing information or no longer inviting to meetings with customers) can be construed as retaliation.

Individuals that do retaliate will be subject to disciplinary action including, but not limited to, the possible termination of an individual's employment with Advantor Systems. Employees who believe they have suffered retaliation of raising concerns or asking a question should seek help from one of the resources listed below.

Where to Go for Help

If you are unsure as to the best course of action in a particular situation, if you have a business conduct question or concern, or if you suspect any wrongdoing, **it is crucial to discuss the issue with appropriate company personnel.**

We encourage you to first speak with your direct supervisor if you have an ethics or compliance issue. You may also get help or advice from:

- Any member of management or Company Officer
- Human Resources or other company resources

In raising a concern through the channels listed above, confidentiality will be maintained to the extent possible under the law.

Call:

Ethics and Compliance Hotline – 800-210-5932
Human Resources Director – 407-926-6901

Fax:

Human Resources - 407-926-5151

Email:

ethics@advantor.com

hrmanager@advantor.com

Write:

Chief Compliance Officer
12612 Challenger Parkway, Suite 300
Orlando, FL 32826

EMPLOYEE ACKNOWLEDGEMENT

I hereby acknowledge that I have received a copy of the Advantor Systems Ethics Code and Standards of Business Conduct, which includes policies and procedures governing my conduct as an employee and details of the Compliance Program. I understand and agree that it is my responsibility to read and familiarize myself with these policies and procedures.

Acknowledged by:

Employee's Name (printed) _____

Employee's Signature _____

Date _____