



CODE OF ETHICS AND BUSINESS CONDUCT

HOTLINE TO ANONYMOUSLY REPORT ETHICS CONCERNS:

[HTTP://PROSOL1.ETHICSPPOINT.COM](http://prosol1.ethicspoint.com)

1-855-284-6745

A MESSAGE FROM THE CHIEF EXECUTIVE OFFICER

Dear ProSol Team Member:

This is your personal copy of the Professional Solutions, LLC (ProSol) *Code of Ethics and Business Conduct* (Code). It contains the basic principles of our business ethics and the policies for the conduct of business that are the foundation of ProSol's corporate culture. Since its inception, ProSol has pursued a policy of transacting business with honesty and integrity. This policy shall be scrupulously pursued in the future so as to preserve the corporation's business reputation and to insure that relations between ProSol and its clients, suppliers, and the public are premised upon trust and goodwill.

To maintain the value of this asset, it is important that all of us understand and follow the *Code* in our dealings with people, organizations, and governments at whatever level we operate in the Company. Ethics and business conduct govern the daily habits and attitudes of our Company. No code can provide specific answers for all questions relating to ethical standards, so each individual must accept responsibility for his or her own actions. The *Code of Ethics and Business Conduct* includes a personal commitment to doing the right thing when inevitable conflicts occur. Consequently, the *Code* is to be used in conjunction with your own good professional judgment. When faced with a difficult ethical decision, it may be helpful to ask yourself the following questions:

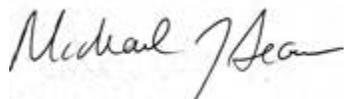
- Am I compromising my own personal ethics in any way?
- Would I like to see my action become a general industry practice?
- How would I feel if my action was reported on the front page of my local newspaper?
- Would I be comfortable explaining my action to my spouse? My parents? My children?

You are encouraged to discuss any questions or concerns you have about the *Code of Ethics and Business Conduct* or the propriety of any conduct with your immediate supervisor, Director, Talent Management, or me. Reports of violations will be treated confidentially to the extent possible, and no person who suspects a violation and reports it in good faith, will be subject to retaliation.

You are required to read, understand, and sign the Code of Ethics Certification on the last page of the ProSol Code of Ethics and Business Conduct acknowledging that you will comply with the Code, and return it to the Talent Management Department. Your supervisor will ensure your commitment is placed in your personnel file. Remember, we are all responsible for ensuring that our conduct is compatible with the Code of Ethics and Business Conduct.

My message is simple. In the conduct of ProSol's business, observance of the law and adherence to Company policies and practices are requirements without exception. ProSol is a leader in our industry because each of you maintains and builds upon ProSol's greatest asset – a name that is recognized for outstanding service, quality, and above all, trust. ProSol's continued success and prosperity depend on these efforts. I am confident, that together, we can protect and strengthen our proud tradition.

Sincerely,



Michael J. Dean
Chief Executive Officer
Professional Solutions, LLC



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ProSol, LLC

CODE OF ETHICS & BUSINESS CONDUCT INTRODUCTION

The reputation of Professional Solutions, LLC (ProSol) is a priceless asset and the foundation of our company. Our reputation as an industry leader is based on our strong tradition of and commitment to quality, trust, and integrity in all aspects of our business. It is not just about what we sell or the services we provide, it is about who we are as a company. Furthermore, ProSol understands the importance of ensuring that all business conduct and practices are lawful and ethical. It is the responsibility of all ProSol personnel to behave in a manner that is both consistent with our values and in accordance with applicable laws.

Application

ProSol's *Code* applies to all executives, managers and supervisors, employees, representatives, temporary workers, independent contractors, and consultants. **Therefore, the term "employee" used in the Code refers to employees and non-employees alike, and both employees and non-employees are expected to know and abide by the ProSol Code.** However, the *Code* should not be interpreted as creating a relationship other than specifically detailed in any employment or consultant agreements with ProSol. The *Code* **does not** constitute a promise of continued employment or a policy regarding employment. Those policies are described in the ProSol **Employee Policy Manual**. The *Code* **does** define the standard of behavior we expect from anyone representing ProSol as a company and its services.

In our rapidly evolving world, each of us is challenged by a complex and dynamic environment that often requires prompt responses under pressure. No single policy can definitively set forth the appropriate action for all business situations; while the *Code* covers a wide variety, it cannot anticipate all ethical dilemmas.

Management Leadership

It is especially important that executives, managers and supervisors understand and are familiar with the *Code* since executives, managers and supervisors, as team leaders within ProSol, are ethical role models and must exhibit the highest standard of integrity in all dealings. As such, executives, managers and supervisors must avoid even the appearance of unethical or potentially damaging behavior. This includes ensuring that claims and statements are valid and honest, and competitors are treated respectfully and fairly.

Directors are also responsible for the development of employees' commitment and ability to make sound ethical judgments by emphasizing the seriousness of ProSol expectations for ethical conduct and their own personal support of these expectations. Ethical leadership includes fostering a work environment that both encourages employees to voice concerns and supports those who speak out.

Additional Resources

If you find yourself in a situation that deals with an ethical or legal matter that lies outside the scope of the *Code*, you are encouraged to consult with your immediate supervisor, ProSol's Director, Talent Management, or President, LuAnn Dean. At your election, any report you provide can be completely confidential and anonymous and no person who, in good faith, voices a suspected violation will be subject to retaliation.

Violations

Situations involving a violation of the *Code* should be reported to ProSol's Director, Talent Management or President. You may also report violations through an independently operated confidential Hotline: <http://prosol1.ethicspoint.com> or 1-855-284-6745. ProSol will annually conduct a survey, the *Code of Ethics Questionnaire*, to determine whether there may be questions about the content of the *Code* and/or knowledge of any violations. More information about disciplinary measures for violations is presented in the *Code*.



PROSOL'S CODE OF ETHICS & BUSINESS CONDUCT SUMMARY

The *Code* is divided into five (5) major content areas. Refer to the following sections for clarification and greater detail.

1. Ethical Business Conduct

As representatives of ProSol's commitment to ethical business conduct, all employees are expected to behave in a manner consistent with ProSol's operating practices. The *Code* outlines a variety of situations that employees must avoid, including conflicts of interest, fraud, acceptance of improper gifts or kickbacks, making political contributions in ProSol's name, and participating in questionable accounting practices. In addition to what is outlined in the *Code*, all employees are encouraged to use sound judgment about what constitutes proper behavior.

2. Legal Compliance

ProSol complies with all applicable laws and regulations affecting our business. These laws cover areas including antitrust, employing lobbyists/consultants, bidding, the Foreign Corrupt Practices Act, export/import, the environment, and international boycotts. For legal questions not answered in the following sections, please contact our Director, Talent Management or President.

3. Workplace Standards (What you can expect from ProSol)

ProSol takes its responsibility to employees very seriously, and the *Code* outlines the actions we have taken to ensure a positive work environment and proper workplace conduct, including a commitment to diversity, a drug-free environment, and proper use of company resources and systems.

4. Protecting ProSol's Interests (What ProSol expects from you)

As a ProSol employee, you are expected to protect and enhance ProSol assets and reputation. Areas discussed in this section include protection of intellectual property, non-disclosure of confidential or non-public information, and appropriate interaction with government investigations.

5. Reporting Violations and Disciplinary Action Against Violators

ProSol places great importance in the *Code*. We require all employees to understand and follow the *Code* and report suspected violations. Violations of the *Code* may result in disciplinary action. ProSol's policies for these matters are discussed in greater detail in Section 5.2 of the *Code*, and in the **Employee Policy Manual**.

SECTION 1: ETHICAL BUSINESS CONDUCT

ProSol has built its reputation on its core values of integrity, excellence, flexibility, speed and long-term commitment. Each ProSol employee reflects that proud tradition and must conform to the high ethical standards that our name implies. The following section outlines certain behaviors and business practices that are necessary for ensuring that our business is managed with integrity. Use this code as a guide to be supplemented by your own best judgment. Above all, make sure that your actions represent the honesty, trust, and loyalty that our clients have come to value and expect.

(1.1) Conflicts of Interest

All of our business should be conducted for ProSol's best interests, not personal gain. As such, conflicts of interest, or even their appearance, are to be avoided. **A conflict is any activity or situation where personal interest interferes with your duties, responsibilities, and loyalties to ProSol, or in some way compromises your business judgment or ProSol's reputation and business.** Furthermore, no ProSol employee should act in a manner that deprives ProSol of any profits, business opportunities, or competitive advantages.

Some common conflicts of interest include:

Outside Employment

ProSol employees may not accept simultaneous employment with any entity or business that does business with or competes with ProSol. Moreover, ProSol employees cannot, separate and apart from the business of ProSol, act as a consultant to a competitor, client, or supplier to ProSol. Employees must avoid placing ProSol's business with a firm owned or controlled by an employee of ProSol or a member of his/her family. Employees may not accept additional employment that would interfere with their full-time and effective service to ProSol. The Director, Talent Management and President must approve, in advance, in writing, any deviations from these policies.

Outside Directorships

ProSol employees may not serve as executives, managers, supervisors or officers (paid or otherwise) of any business, other than with ProSol or one of its subsidiaries, without prior written approval from ProSol's Director, Talent Management or President. This rule does not apply to advisory, charitable, civic, religious, public, political, or social organizations or residential cooperative or condominium boards whose activities do not conflict with the interests of ProSol and do not impose excessive time demands.

Reporting Actual or Potential Conflicts

ProSol annually (with annual training) conducts a survey (the *Code of Ethics Questionnaire*) of each employee to determine whether there may be existing situations that could lead to a possible conflict of interest. In addition, if a conflict or potential conflict arises, you have an obligation to immediately report it to your supervisor, Leadership Chain of Command, or ProSol's Director, Talent Management or President. You may also report violations through an independently operated confidential Hotline: <http://prosol1.ethicspoint.com> or 1-855-284-6745. Each situation will be investigated on a case-by-case basis. Any such discussion will be held in confidence to the extent possible.

(1.2) Gifts and Entertainment

Whenever an employee deals with a supplier, client, or government agency as an agent of ProSol, he or she has an obligation to act solely in the best interest of the Company. This obligation includes not only those acts formalized by written contracts, but also everyday business relationships with vendors, clients, and government employees.

No employee may give, receive, or solicit anything of value that improperly influences a transaction between ProSol and a client, supplier, or other third party. The following section enumerates acceptable and unacceptable gifts.

Gifts and Entertainment to U.S. Government Employees

Laws generally prohibit any gift and/or entertainment to federal, state or local government employees.

Gifts and Entertainment to Federal Government Employees

No employee may give or offer anything of value, including meals and entertainment, (“gifts”) to a U.S. government employee or his or her immediate family member without prior approval, with the following exceptions:

- Items of a strictly advertising nature (that is, imprinted with ProSol name, logo name, or other design) that are less than \$20 in value.
- Refreshments such as coffee, juice, or soft drinks provided with a business meeting.
- Transportation provided for official business may be provided to government employees if approved in advance by an appropriate agency official. ProSol employees may not provide transportation to government employees for personal purposes.

Gifts and Entertainment to State or Local Government Employees

Many state laws bar or limit offering or giving anything of value, including meals and entertainment, to state or local government officials or employees. In addition, the definition of “government employee” varies from state to state. ProSol’s employees must consult with ProSol’s Director, Talent Management or President to ensure compliance with local laws before accepting or giving any gifts or entertainment from or to any state or local government employees.

Gifts to/from Non-Governmental Businesses

Unsolicited gifts, gratuities, or business courtesies from or to a non-governmental business associate, including meals and entertainment, are permissible if they are:

- Customary in the trade or industry and do not exceed a value considered reasonable, prudent and ordinary by the organization’s management; and
- Given and accepted without agreement or understanding that the recipient is in any way obligated.

Acceptable Gifts

This policy does not prohibit the giving or accepting, where legal, of either:

- Fair value payment for goods or services; or
- Gifts or courtesies based on personal relationships, or emergency humanitarian needs that are clearly independent of the business relationship.

If a client or supplier (including a unit of the federal government) has adopted a more stringent policy regarding gifts and gratuities, ProSol employees must comply with that more stringent policy in all dealings with that Agency. Any gifts or gratuities received that are not consistent with this Policy must be immediately be brought to the attention of ProSol's Director, Talent Management, or President and returned, with records maintained that indicate the return. In addition, gifts should not be given or accepted indirectly through lobbyists and consultants not consistent with this Policy.

If the return is not practical because of its nature, it may be given to a charitable organization and the giver notified of the disposition. The employee's supervisor or manager and ProSol's Director, Talent Management or President should be notified accordingly.

For further information about interactions with government officials, see the Government Procurement Laws and Regulations policy (Sec. 2.1).

(1.3) Kickbacks

ProSol policy prohibits any form of commercial bribery or kickbacks, including the offer or acceptance of any improper payment (money, fee, commission, or credit), gratuity, gift or anything of value in order to obtain business, secure services, or receive favorable treatment for the purpose of being awarded a contract. In addition, no payments or provision of any other benefits shall be made or offered, directly or through an intermediary, to any domestic or foreign government official for the purpose of influencing any governmental decision.

Employees must not provide, attempt to provide, or offer to provide a kickback to anyone. Moreover, ProSol employees must not solicit, accept, or attempt to accept a kickback from anyone.

Potential violations must be reported immediately to ProSol's Director, Talent Management or President who will organize and coordinate any necessary investigation and disclosure.

(1.4) Truthful Statements

ProSol employees must take care that all communications, whether they be in advertising or directly to clients or others about our products, services, or those of our competitors, are completely factual. False or misleading comparisons to our competitors are prohibited by federal law and are inconsistent with our reputation and corporate value of integrity.

(1.5) Fraud, Theft, and Similar Conduct

All ProSol employees are expected to protect and enhance the assets and reputation of ProSol. Honesty and integrity are cornerstones of ethical behavior and key components in establishing long-term client relationships.

ProSol employees must not engage in any scheme to defraud any company, government, or individual out of any money, property, or honest services. Such conduct violates both ProSol's policy and the law and carries severe penalties. Appropriate disciplinary action, up to and including termination of employment, will accompany any violation of this policy.

Furthermore, all employees are prohibited from theft, fraud, embezzlement, misappropriation or wrongful conversion of any property, including that of ProSol or any of its employees. This prohibition includes unauthorized use of ProSol property or other ProSol assets, including proprietary information and trade secrets as

referenced in ProSol's **Employee Policy Manual** (Company Computers and Business Data Policy), and Employment Agreement.

(1.6) Integrity of Records and Compliance with Accounting Procedures

Each ProSol employee must do his or her part to ensure that all accounting and financial records meet the highest standards of accuracy, timeliness, and completeness. This responsibility belongs to all employees, not just ProSol's Accounting and Finance Department. The purpose of this policy is not only to ensure that we uphold our legal and ethical obligations, it is also good business practice.

Financial Statements and Accounts

All ProSol employees who are involved in supplying documentation, determining account classification, or approving accounting transactions must comply with all applicable laws about accuracy and completeness of such records. Appropriate recording of all transactions is necessary to ensure full accountability for all ProSol assets and activities and to supply the data needed for the preparation of financial statements. Each ProSol employee involved in the preparation of ProSol's financial statements must comply with ProSol's financial procedures, Generally Accepted Accounting Principles (GAAP), and other applicable codes and regulations.

Payments and Expense Accounts

Payment for any purpose, other than that described by supporting documentation, is prohibited and all receipts and disbursements must be accompanied by such documentation. ProSol's employees should request reimbursement for business-related expenses in strict compliance with ProSol policies, including the **Employee Policy Manual**. ProSol reserves the right to audit its employee's expenses, with or without notice, at ProSol's discretion.

ProSol employees must accurately reflect, in all invoices to clients and others, and in all reports submitted to the government, the products sold or services rendered, the true sales price, and the terms of sale or services. Payments received in excess of amounts billed must be promptly refunded, applied to other appropriate and related client accounts, or held according to the appropriate property rules.

Retention/Release of Documents

Where you are aware of an imminent or ongoing investigation, audit, or examination by ProSol or any government agency, you must retain all documents (including all computer records) in your custody or control relating to the matter under review. It is important to note that the destruction or falsification of a document in order to impede a governmental investigation, audit, or examination may lead to prosecution for obstruction of justice.

If you have reason to believe that any of ProSol's books or records are not being maintained in an accurate and complete manner, you must report this immediately to your supervisor or ProSol's Director, Talent Management or President. Similarly, ProSol requires each of its employees to come forward if he or she believes they are being pressured to violate ProSol's policy, or if he or she becomes aware that any misleading, incomplete, or false statements were made regarding ProSol's books and records. If you have a question as to whether a document may be destroyed or released, consult ProSol's Director, Talent Management or President before doing so.

(1.7) Political Contributions

Private Political Activity

ProSol encourages its employees to participate in the political process and to respect the right of each individual to participate or not participate as he or she sees fit. However, federal law and the laws of many states and foreign countries prohibit corporations from making political contributions. Therefore, a ProSol employee's contribution to a candidate for elective office or a political party must not be, or appear to be, made with or reimbursed by ProSol's funds or assets nor should an employee indirectly cause such a contribution to be made in ProSol's name. In addition, ProSol employees may not devote any work time to any campaign for a candidate or political party, nor may any employee permit any campaign or candidate to use any ProSol facility or property, including a ProSol trademark, for campaign activities beyond purchasing ProSol's services.

ProSol Political Activity

Periodically, ProSol identifies legislative issues that affect our business. In certain instances, ProSol will make known its support or opposition to such legislation. In no instance, however, may any ProSol employee use his or her position of authority to make another ProSol employee feel compelled or pressured to work for, or on behalf of, any legislation not related to ProSol's interests. Under no circumstances may any ProSol employee use his or her position of authority to make another ProSol employee feel compelled to work for, or on behalf of, any candidate, political party, or committee, to make contributions for any political purpose, or to cast his or her vote one way or the other. Any ProSol contributions to politically related activities (e.g., political action committees, ballot initiatives, etc.) must be approved in advance by ProSol's Director, Talent Management or President.

SECTION TWO: LEGAL COMPLIANCE

Our commitment to the highest standards of integrity requires us to ensure that all our dealings are both ethical and legal. Consequently, it is ProSol's policy to comply with all applicable laws and regulations. This policy is founded on our deep respect for the law and our appreciation of the business reality that our interests can be best served by adherence to those laws. The information contained in this section outlines several important compliance areas aimed at fostering fair competition, protecting the environment, ensuring proper interaction with government officials, and regulating our business outside of the United States. Since it is not possible to detail all applicable laws, please use sound judgment and contact ProSol's Director, Talent Management or President whenever you have a question about the lawfulness of a proposed or completed course of action. All retention of outside legal services, whether such retention is to gain clarity on a specific area of law or to represent ProSol in litigation, must be initiated and monitored by the Director, Talent Management or President.

(2.1) Government Procurement Laws and Regulations

Because government officials are subject to specific codes of conduct, we ensure that all relations with government agencies, officials, clients, and employees are conducted in accordance with the highest principles of honesty and integrity and are in compliance with the letter and intent of the governing laws and regulations, including:

- Providing high quality services at fair and reasonable prices.
- Utilizing professional service contractors only for legitimate and legal purposes, and client property only for authorized purposes.
- Ensuring that government information and private information of a client are properly obtained and appropriately protected.
- Claiming and reporting only business expenses that are legal, reasonable, and proper.
- Engaging only in proper and permissible governmental activities (e.g., lobbying, communicating ProSol's views to government officials, reviewing legislation/regulations).
- Hiring present and former government personnel only in compliance with applicable laws and regulations.
- Abiding by the rules limiting former government employees' involvement in matters connected to their former duties or responsibilities.
- Complying with federal laws and regulations governing the ethical conduct of participants in procurement by federal agencies.

For further information about gifts and gratuities to or from government officials, see the paragraph entitled Gifts and Entertainment (Sec. 1.2).

(2.2) Bidding

Competition is the cornerstone of a vibrant economy. ProSol competes vigorously in an ethical and legitimate manner. The purpose of the bidding laws is to preserve competition and to ensure fairness in the bidding process. All ProSol employees must be aware of the special requirements that apply when ProSol submits a bid to a public entity. ProSol employees should consult the Director, Talent Management or President promptly whenever a question of bidding propriety arises. Employees should not directly or indirectly seek to learn non-public information. If you have improperly acquired confidential government or procured sensitive information, immediately contact ProSol's Director, Talent Management or President.

Be aware that an organizational conflict of interest (OCI) may arise where ProSol is granted an unfair competitive advantage, or where government evaluators have impaired objectivity or biased judgment. ProSol makes OCI training available to enable all employees to better identify and avoid potential OCIs. Please speak with your supervisor or management if this is a concern.

(2.3) Antitrust and Competitive Marketing Practices

Antitrust laws promote competition and as such are very important to the success of our business. Violations of these laws can result in costly litigation, liability, substantial fines, and injunctions or orders substantially affecting ProSol property and business, as well as those of its representatives. Moreover, violations can also subject ProSol employees to substantial fines and/or prison sentences. Non-compliance with the terms of this policy, or deliberately withholding knowledge of violations, will result in appropriate disciplinary action, up to and including termination of employment.

Federal and state antitrust laws prohibit competitor relations involving any collaboration on pricing of products, services, or negotiating terms with a common supplier, or in deciding whether to do business in any particular market or geographic area, or with any particular client. Do not exchange information with a competitor about the price of, or cost of providing any ProSol product or service, and do not attend any concealed or secret meetings with competitors.

In our relations with clients, we are prohibited from engaging in resale price maintenance; that is, from restricting the price, terms, or to whom a client resells our services, from compelling a client to purchase one part of our line to be able to purchase another, or from terminating relations for other than risky business practices or credit reasons. Because this is a complex legal area, employees are encouraged to consult ProSol's Director, Talent Management or President with any questions regarding this policy.

Because antitrust laws are very complex, each employee responsible for any practice that may involve antitrust laws should consult with the Director, Talent Management or President. **Under no circumstances should ProSol employees make decisions about applying antitrust laws, including discussing pricing, markets, accounts, bids or clients with competitors, without that advice. Employees should not take any action that ProSol's Director, Talent Management or President has advised would constitute a violation of the antitrust laws. Employees should not directly or indirectly seek to learn non-public information under any circumstances.**

(2.4) Classified Information

As many ProSol employees hold security clearances, it is very important that we abide by the rules and regulations regarding the handling of classified information. All classified information in ProSol's possession must be safeguarded in strict compliance with government guidelines, including the National Industrial Security Program Operating Manual (NISPOM). No ProSol employee shall seek unauthorized access to security-classified information. Do not grant access to classified information without first checking that the recipient has the appropriate authorization. Report any actual or suspected violations of ProSol's security rules to the Director, Talent Management or President, ProSol's Facilities Security Officer, or a member of ProSol's management.

(2.5) Export/Import Control Laws and Regulations

ProSol observes all laws and regulations applicable in any international transaction or operation, including all applicable United States (U.S.) laws concerning export control, anti-boycott, trade embargo, customs, and antitrust issues. In compliance with U.S. Customs laws, complete and accurate records of importing activities are kept and retained for the periods required by law. All of these laws apply within and outside the U.S.

All levels of management are responsible for advising ProSol's Director, Talent Management or President of any inappropriate export control related occurrence, development, or investigation of possible legal significance to the Company.

(2.6) Foreign Corrupt Practices Act

ProSol complies with the Foreign Corrupt Practices Act (FCPA) and its implementing regulations to ensure that all ProSol executives, managers and supervisors, employees, and those acting on behalf of ProSol are alert to any potential violations of the FCPA and to keep the business of ProSol within the letter and spirit of the law. The two major provisions of the FCPA are: 1.) the prohibition of bribery of foreign officials by any American person or corporation, and; 2.) the requirement that companies keep accurate records of transactions and transfer of assets whether domestic or international. In accordance with the FCPA, ProSol maintains a system of internal accounting controls to ensure that assets are safeguarded, transactions conform to management's authorizations, and accounting records are complete and accurate, and prohibits people acting on behalf of ProSol from falsifying accounting documentation or bribing foreign government or political officials in an effort to win or retain business.

ProSol executives, managers and supervisors, employees, and those acting on behalf of ProSol must at all times strictly comply with the accounting standards of the FCPA and ProSol's internal accounting controls. No undisclosed or unrecorded funds or assets shall be established or maintained, and no payment shall be made for any purpose other than that described in the document supporting the payment. The FCPA may be inadvertently violated in very subtle ways.

Any payment to a foreign or government official must be reviewed by the Director, Talent Management or President in advance and the approval must be documented.

(2.7) International Boycotts

ProSol complies with all U.S. anti-boycott legislation, including promptly reporting any boycott request to the U.S. Department of Commerce. These anti-boycott laws include the Tax Reform Act of 1976, the Export Administration Act of 1979, as amended, and the International Revenue Service and Commerce Department Regulations, which implement these Acts. Under federal anti-boycott law, neither ProSol nor any of its subsidiaries, branches, or offices may do anything that complies with or supports any boycott not supported by the U.S. Government. Failure to comply with all anti-boycott legislation may result in civil and criminal fines, tax penalties, lost business, adverse publicity, loss of export privileges, and/or imprisonment of individuals.

(2.8) Environmental, Health and Safety

ProSol is committed to conducting all operations in a manner that protects the environment and the health and safety of its employees, contractors, clients, and the public. Consequently, we comply with all applicable environmental, health, and safety laws and establish and comply with ProSol's own standards.

ProSol's supervisors, managers, site leads, project managers and program managers are responsible for maintaining their knowledge of these laws and regulations, industry best practices, and ProSol's policies that apply to their operations to ensure compliance, as well as keeping management informed of the status of environmental matters related to their operations. ProSol employees are expected to report accidents in a timely manner to ProSol's Sr. Benefits Specialist and Director, Talent Management in accordance with established procedures.

SECTION 3: WORKPLACE STANDARDS

ProSol values its employees and is dedicated to creating a positive work environment. These workplace standards represent a joint commitment between ProSol and all employees to create and maintain a work environment that is both productive and safe. This means a diverse and responsible workforce who uses company property appropriately. In addition, the workplace is free of discrimination, substance abuse, and unsafe conditions. The **Employee Policy Manual** goes into greater detail on these matters and can be a valuable resource if you have questions.

This section describes workplace standards applicable to ProSol and all of its employees.

(3.1) Diversity and Equal Employment Opportunity

ProSol believes that it is vital to the successful conduct of its business and to basic human dignity and welfare to promote economic, social, and educational opportunities for all qualified individuals. ProSol values diversity among its employees, recognizing that a mix of human differences enriches ProSol and is essential to creativity and business growth. As a service disabled veteran-owned company, ProSol is committed to equal employment opportunity and unbiased treatment of all individuals based on job-related qualifications without regard to race, color, religion, gender, national origin, age, alienage or citizen status, physical or mental disability, veteran status, sexual orientation, marital status, partnership status, or any other legally protected characteristic. Please consult the **Employee Policy Manual** for additional information.

(3.2) Discrimination-Free Workplace

ProSol provides a work-environment free from intimidation, harassment, or inappropriate behavior based on membership in a protected class, that interferes with employees' ability to fulfill their work responsibilities. Therefore, ProSol's policy prohibits illegal harassment of employees by co-workers, supervisors, managers, or third parties such as clients or vendors. Harassment may include behavior that is offensive, hostile, or intimidating, including unwelcome sexual advances, uninvited suggestive remarks, sexist, racist or religious slurs, and ethnic jokes.

If you believe that you have experienced employment discrimination or harassment during the course of your employment with ProSol, or you have witnessed discrimination or harassment, you should immediately contact your supervisor, Leadership Chain of Command, or ProSol's Director, Talent Management or President. You may also report violations through an independently operated confidential Hotline: <http://prosol1.ethicspoint.com> or **1-855-284-6745**. All management personnel are responsible for reporting complaints to ProSol's Director, Talent Management or President, and for taking the prescribed corrective actions, in accordance with ProSol's **Employee Policy Manual**.

Individuals found to be in violation of this policy will be subject to disciplinary action, up to and including termination of employment. Retaliation against any witness or individual reporting in good faith, an incident of harassment is strictly prohibited and may subject the retaliator to termination.

(3.3) Drug-Free Workplace

ProSol is committed to maintaining a safe and healthy work environment and to fulfilling its legal obligations under the Drug Free Workplace Act. The presence or use of controlled substances at ProSol, including coming to work under the influence of controlled substances, is unacceptable since it adversely affects health, safety, security,

and productivity. In addition, employees are prohibited from engaging in the manufacture, distribution, sale, or possession of a controlled substances while in the workplace (i.e., on company-paid time, on company premises, in company vehicles or rental vehicles while on business, or while engaged in company activities).

ProSol employees who violate the law or violate ProSol's Drug-Free Awareness Program will be subject to appropriate disciplinary action, up to and including termination of employment.

(3.4) Health and Safety

ProSol ensures a healthy and safe workplace by complying with the requirements of the Occupational Safety and Health Act of 1970 and the Employee Right to Know Act of 1983. In order to maintain a safe and healthy workplace, ProSol relies on the good judgment and cooperation of all employees in reporting potential or actual hazards in a timely manner to the Sr. Benefits Specialist or Director, Talent Management.

(3.5) Electronic Mail/Internet

ProSol's electronic media information and systems (including e-mail, Internet, computers, USB storage devices, modems, voice mail, fax, cellular phones, or other personal communication devices), like other company resources, are meant for business purposes, not personal use, although occasional personal use is acceptable. ProSol's **Employee Policy Manual** contains detailed provisions regarding the use of company technology and business data and employees should review those provisions before signing this policy.

ProSol employees are expected to use sound business judgment when composing text, e-mail, or other electronic media messages. Transmitting messages that are necessary, accurate, and succinct serves the business purposes set forth above, as well as responsibly representing ProSol should the message become public or used in legal proceedings.

All electronic media is owned by ProSol and all messages and information are ProSol records. Users have no express or implied personal privacy expectation or right in any matter created or disseminated through the use of ProSol electronic media. ProSol has the right to audit, intercept, access, and disclose any business or personal messages created, sent, received, or stored over its electronic media systems, with or without user notice.

ProSol may periodically monitor its electronic media systems on an announced or unannounced basis. ProSol also has the right to delete or confiscate prohibited information whenever deemed appropriate. System security features, such as passwords, do not mean that a message is confidential, that it will not be retrieved, or that it may not be read by individuals other than the intended recipient. Further, all passwords must be disclosed to ProSol upon termination of employment with the company.

ProSol's confidential information, such as trade secrets, research and development, or client information shall not be accessed, disclosed, or disseminated in accordance with ProSol's Protection of Company Information, Ideas, and Intellectual Property (Sec. 4.1). Electronic communications should be retained consistent with the criteria set forth under the Integrity of Records and Compliance with Accounting Procedures (Sec. 1.6).

Violation of this policy will result in appropriate disciplinary action, up to and including termination of employment. All employees must sign an Equipment Agreement Form provided with the **Employee Policy Manual** consenting to these policies for all equipment received from ProSol.

SECTION 4: PROTECTING PROSOL'S INTEREST AND INTEGRITY

As employees, you are entrusted with important confidential information. You are responsible for safeguarding these important assets. The following section provides guidelines outlining your part in preserving ProSol's assets, ideas, and non-public information.

(4.1) Protection of ProSol Information, Ideas, and Intellectual Property

Information, ideas, and intellectual property are valuable ProSol assets. Each must be appropriately identified, managed, and protected.

All ProSol information, including confidential, non-public, and personal information must be protected from misuse. Financial information, business plans, personnel data, salary information, client lists and information, pricing information, contract terms offered to a particular client, marketing and strategic plans, information regarding potential acquisitions, or other significant transactions with other companies, are all examples and not limited to this list of ProSol's information which is, or can be, confidential. This information will be distributed on a "need to know" basis to ProSol employees who have an obligation to keep that information confidential and to prevent it from being improperly disclosed inside or outside of ProSol. It is also important that confidential, proprietary, or trade secret information of other companies not be solicited by or disclosed to ProSol.

Intellectual property rights include trademarks, copyrights, trade secrets, and know-how. ProSol employees have an obligation to protect these company assets. ProSol's publications, software programs, and databases developed by or for ProSol are types of intellectual property rights that should be protected by patent, copyright, and other means. Employees who are involved in the creation or procurement of such assets should contact the Director, Talent Management or President for assistance in assessing the intellectual property and obtaining the appropriate protection.

(4.2) Contact by Regulatory or Law Enforcement Officials

ProSol is committed to cooperating with government agencies that are conducting investigations of potential wrongdoing. When doing so, two goals are of prime importance: 1.) Government investigators must obtain a complete and accurate picture of ProSol, and; 2.) ProSol must protect its legal rights.

ProSol believes these two important goals can be best achieved by coordinating responses to government investigations, requests for interviews, documents, or other information through the Director, Talent Management or President. In the event you are contacted by an investigative or regulatory agency concerning ProSol's business activities, you are required to immediately notify ProSol's Director, Talent Management or President.

SECTION 5: REPORTING VIOLATIONS AND DISCIPLINARY ACTION

The *Code* outlines ProSol's standards for ethical business conduct. Since each employee is responsible for ensuring that he/she follows these standards, it is essential that all employees understand this important document and request clarification wherever necessary. If you become aware of a violation, it is your duty to report the violation to the appropriate authority. Disciplinary action varies in relation to the severity of the violation. More information about reporting violations and disciplinary measures are provided below.

(5.1) Reporting Violations

If you believe that you have violated the *Code*, or applicable law, or regulation, you must report the violation so that ProSol can investigate and take appropriate action, if necessary. In many cases, a prompt report of a violation can substantially reduce the adverse impact of the violation on all parties involved.

If you discover or seriously suspect that another ProSol employee has violated the *Code*, you are required to report the violation so that ProSol can rectify the situation and prevent a recurrence.

ProSol provides an independently operated Hotline that can be used by employees, temporary employees, clients, or contractors to report any possible violations or questions related to the *Code*. The Hotline is available for use free of charge, twenty-four hours/day, 365 days/year.

HOTLINE TO ANONYMOUSLY REPORT ETHICS CONCERNS:

[HTTP://PROSOL1.ETHICSPPOINT.COM](http://PROSOL1.ETHICSPPOINT.COM)

1-855-284-6745

In addition to this hotline, violations may be reported to your supervisor, Leadership Chain of Command, ProSol's Director, Talent Management or President. Violations must be reported so that the appropriate ProSol officials may conduct a thorough investigation. Retaliation against any witness or individual reporting in good faith, a violation of this policy, is strictly prohibited and may subject the retaliator to termination. False reporting may result in disciplinary action, up to and including termination of employment, and possible legal action. In all reportable suspected violations, please provide sufficiently detailed information such as dates, times, places, and witnesses' names. In any case, such reports will be treated confidentially to the extent possible.

(5.2) Discipline Against Violators

All ProSol employees, regardless of seniority or position, are required to comply with the *Code* and applicable laws and regulations. Failure to do so will result in disciplinary action up to and including termination of employment.

Disciplinary measures will depend on the circumstances of the violation and will be applied in consultation with the Director, Talent Management or President. Factors, including whether the violation is intentional, the level of

good faith in reporting the violation, and the degree of cooperation with any resulting investigation or corrective action, will be taken into account when determining disciplinary measures.

Disciplinary action will be taken against any ProSol employee who:

- authorizes, directs, approves, or participates in violations of the *Code*;
- deliberately fails to report violations, conceals violations, or deliberately withholds relevant information concerning a violation;
- retaliates, directly or indirectly, or encourages others to retaliate against reporters of suspected violations of the *Code*;
- under the circumstances, should have known of a violation by individuals under his or her supervision and does not consult with ProSol's Director, Talent Management or President, and take proper corrective action.

In addition, any individuals who violate the law during the course of his or her employment are subject to criminal and civil penalties, as well as payment of civil damages to ProSol or third parties.



CODE OF ETHICS CERTIFICATION

TO: Director, Talent Management
ProSol, LLC

FROM: _____
(Please Print) **Name** **Division/Contract/Location**

This Certification acknowledges that I have received, read, understand, and will comply with ProSol's *Code of Ethics and Business Conduct* policy.

Please check one box:

Employee

Non-Employee (includes independent contractors, etc.)

Signature: _____

Date: _____