CODE OF BUSINESS CONDUCT AND ETHICS FOR OFFICERS AND EMPLOYEES

Introduction

Task Force Tips, Inc., hereinafter called the “Company”, has always required that the Company’s business be conducted in accordance with the highest ethical and legal standards, and in such a manner as to avoid any actual or perceived conflict of interest. Officers and employees of the Company (hereinafter referred to as “employees”) are expected to observe these legal and ethical standards in the performance of their duties and in pursuit of the Company’s goals and objectives. This Business Ethics and Compliance Policy summarizes these standards as they relate to the Company and is intended to serve as the Company’s “Code of Ethics”.

BUSINESS ETHICS

The Company is committed to compliance with the highest ethical standards in pursuing its business interests and all employees are expected to observe those standards as well. The Company and its employees will fulfill this commitment in order to protect the Company from criticism and litigation and to preserve and enhance the Company’s reputation as a good corporate citizen. Stated generally, some of the ethical standards to which the Company is committed, and for which all employees are individually accountable, are as follows:

a) Becoming familiar with and conducting the Company’s business in compliance with applicable laws.

b) Adhering to Company standards for protecting the environment and the safety and health of our employees, our customers, our communities and others.

c) Treating all customers, business partners and suppliers honestly and fairly.

d) Promoting equal employment opportunities and the fair treatment of all employees, while providing a work environment free of any form of harassment.

e) Avoiding situations where personal interests are, or appear to be, in conflict with the Company’s interests.

f) Safeguarding and properly using the Company’s proprietary information assets and other resources.

g) Maintaining confidentiality of nonpublic information and not acting on such information for personal gain.

h) Ensuring that all transactions are recorded in the Company’s books of account is in accordance with generally accepted accounting principles.

Certain of these ethical standards are discussed in more detail below.
**Compliance With the Law**

Compliance with applicable laws is a critical element of the Company’s ethical standards. The Company is subject to numerous and complex legal requirements. It is the obligation of all employees to understand those laws that apply to them in the performance of their jobs, and to ensure that the Company’s operations with which they are involved are conducted in conformity with those laws. Some of the laws governing the Company’s operations that all employees should be aware of are summarized below under “Legal Compliance”.

**Acceptance of Entertainment or Gifts**

Employees should not accept any entertainment or gifts that might influence their judgment adversely, while keeping in mind the best interests of the Company at all times.

**Corporate Hospitality of Public Officials, Customers and Others**

Acts of hospitality should be of such a scale and nature as to avoid compromising the integrity or impugning the reputation of either the person entertained or the Company. All such acts should be performed with the expectation that they will become a matter of public knowledge.

**Political Contributions**

Employees shall not use Company funds, directly or indirectly, for contributions of any kind to any political party or committee in the United States (except where permitted by federal law) or to any candidate for or holder of any federal office. Corporate contributions may be made to political parties or committees, or to any candidate for or holder of any state or local office, when permitted by applicable law. In countries other that the United States, political contributions must comply with the requirement of the Foreign Corrupt Practices Act and local law and practice. Because of the varying nature of foreign laws, any foreign contributions should be approved in writing by the Company President and legal counsel.

**CONFLICT OF INTEREST**

Employees should avoid any situation that does or may involve a conflict, or an appearance of conflict, between their personal interests and the interests of the Company. In dealings with current or potential customers, suppliers, contractors and competitors, employees should act in the best interests of the Company to the exclusion of personal advantage. Each employee has an obligation to give prompt notice of conflict of interest. This includes, but is not limited to, the following:

a. Ownership by an employee, or family member, of a significant financial interest in any outside enterprise, which does or seeks to do business with, or is a competitor of, the Company.

b. Serving as a director, officer, partner, consultant, or in any other key role, in any outside enterprise that does or seeks to do business with, or is a competitor of, the Company.
c. Acting as a broker, finder or other intermediary for the benefit of a third party in transactions involving the Company or its interests.

d. Any other arrangement or circumstance, including family or other personal relationships, which might dissuade the employee from acting solely in the best interest of the Company.

LEGAL COMPLIANCE

The Company has always required that all employees conduct the Company’s business in accordance with all federal, state and local laws. All employees are expected to observe the highest ethical and legal standards in the performance of their duties. The failure of employees to strictly adhere to the letter and the spirit of the law could result in both personal and corporate criminal liability. It is the personal responsibility of each employee to comply with the law. In addition, each employee is charged with the responsibility of reporting any behavior or conduct that could constitute a criminal offense, under the procedures outlined under Part VI hereof.

The following guidelines are a brief outline of several areas of the law that are the most frequent sources of personal or corporate criminal liability. The list is not intended to be either exhaustive or definitive. In the event an employee has any concern whatsoever that his or her conduct or the conduct of others may result in personal or criminal liability, the employee should seek specific guidance and advice from the department supervisor, the Human Resource Department or an SPC (Strategic Planning Committee) member.

Antitrust Laws

The following is a very brief summary of the antitrust laws as they apply to the Company. The antitrust laws were enacted to promote competition and regulate what we can do when we are acting alone or together with our competitors. The antitrust laws provide criminal and civil penalties that can be imposed on the Company, as well as the employees involved. Individuals found guilty of an antitrust offense often face the prospect of spending years in jail and paying large fines. Companies that commit antitrust violations can be required to pay literally hundreds of millions of dollars to injured parties.

1. Joint Conduct

Companies must often work together and may legally do so under certain circumstances. There are, however, some activities prohibited by the antitrust laws. Probably the number one prohibition is price fixing. Competing companies cannot make agreements on prices, nor can they agree on other terms affecting price such as frequency of service, liability provisions and credit terms. Jail time is virtually automatic for anyone found guilty of price fixing. It is also illegal for competition to engage in a group boycott or agree not to compete, for example, by dividing up a market geographically.

Whether joint conduct is legal is a question that should always be referred to the legal counsel. The answer will depend on each factual situation.
For example, it may be legal to set standards in one case, but illegal in a similar case. Always consider whether anyone may be injured by the proposed conduct, because the pro-competitive effects of the joint conduct must be weighed against any injuries it may create. While legal counsel is responsible for judging whether proposed joint activity is legal under antitrust laws, it is the duty of each employee who asks such a question to disclose all of the facts to legal counsel, not just those which the employees feels justify the proposed joint conduct.

2. Unilateral Conduct

When a company acts on its own, antitrust becomes an issue only when the company has some degree of control over a market. Sometimes referred to as “market power”. If it has enough market power, the antitrust laws may prohibit the company from refusing to deal with a customer or refusing to sell the customer something over which it has market power, unless the customer buys something else from the company (a “tying arrangement”). What the Company can or cannot do when it has market power is a question for legal counsel. While the threshold question of whether the Company has market power is a difficult one, employees should err on the safe side and assume that our Company has such market power in instances where it has only the appropriate facility or service available. In those situations, it is the responsibility of each employee to seek legal advice.

3. Intent

Intent is a crucial factor in any antitrust case. An intent to injure a customer or competitor can create antitrust liability. All employees are expected to observe the highest standards of ethical and legal conduct. In antitrust terms, employees are expected to act in a manner which enhances the competitiveness of the Company. Employees must never take an action with the intent of injuring a customer or a competitor.

Environmental Laws

There are numerous federal and state laws protecting the environment. The territory served by the Company is quite large. The Company is committed to full compliance with these laws. It must rely on its employees – particularly those in the field – to report problems regarding environmental compliance.

Environmental laws protect the air, land and water. For our Company, the biggest concern, aside from regulatory compliance, involves laws prohibiting contamination of land or water. The key is proper disposal of all waste materials. Virtually all waste materials, whether solid waste (such as wood or metal scrap) or hazardous waste (such as used solvents and cleaners) must be disposed of properly. Improper disposal, e.g. buying, throwing into woods or dumping onto land or into a stream, is a criminal offense. A convicted employee will likely serve time in jail and substantial fines could be imposed on both the employee and the Company. All environmental problems should be reported to management as soon as possible.
**Employee Safety**

There are numerous federal and state laws regulating the conduct of the Company and its employees designed to promote employee safety. These laws and regulations guide the manner in which operations are conducted and facilities are maintained and constructed. The Company is committed to compliance with these laws and regulations. In addition, the Company issues and enforces rules and regulations beyond the minimum required by law to help encourage employee safety. Compliance with these laws and regulations is the duty of every employee. Each employee is charged with the responsibility of bringing all unsafe conditions, including any violations of safety laws, regulations and company rules, to the attention of the appropriate department supervisor, the Human Resource Director, or an SPC member.

**Improper Gifts, Payments or Rebates**

Federal and state law, and corporate policy, prohibits employees from offering or receiving anything of value from public officials, officials of foreign governments, competitors or suppliers with the expectation of receiving any benefit or influencing any decision. You are also prohibited from making contributions to foreign candidates or parties unless such a contribution is expressly permitted by the Foreign Corrupt Practices Act and the law of that country. Foreign contributions must be approved in writing in advance by the Company President and legal counsel. All employees are expected to conduct the business of the Company in a professional and ethical manner. Any employee who has been offered a bribe, kickback or rebate, or is aware that such offer has been made on behalf of the Company, should report such information in the manner prescribed under Part VI hereof.

**Other Laws**

Employees must observe all other applicable laws. In order to be short and readable, this policy does not attempt to catalog the many statutes that may come into play. Examples include laws prohibiting the copying of copyrighted materials (which are the source of the Company’s written and distributed policy on computer software) and the disclosure of confidential information and trade secrets, which is a violation of Company policy as well as the law.

Whenever employees have questions as to the legality of any conduct – past, present or proposed – it is their responsibility to contact a member of the Human Resource Department or utilize the Ethics Point hotline at 866-297-0224 or (website) www.ethicspoint.com.

**COMPLIANCE WITH OTHER COMPANY POLICIES**

Employees should be familiar with and at all times be in compliance with the following policies issued by the Company’s Human Resource department:

- Anti-Harassment Policy
- Business Travel and Entertainment Policy
- Equal Employment Policy
- Internet, Company Issue Hardware & Acceptable Use Policy
• Smoke Free Workplace Policy

POLICY ADMINISTRATION

Responsibility for administration of the Business Ethics and Compliance Policy has been assigned to the Human Resources Department.

Under the Business Ethics and Compliance Policy, all employees of the Company have the following obligations:

a) If requested to so do, complete and return to the Human Resource Department the Conflict of Interest policy statement, concerning each employee’s compliance, or knowledge of compliance, under the Business Ethics and Compliance Policy.

b) To immediately report to Human Resource Director, any known or suspected criminal activity, any waste, fraud or other misconduct, or any activity or conduct which could be considered as inconsistent with the letter or the spirit of the Business Ethics and Compliance Policy.

c) To report to the Company’s anonymous hotline, Ethics Point (phone) 866-297-0224 or (website) www.ethicspoint.com, any complaints concerning accounting, internal accounting controls, or auditing matters, including any employee concerns that the Company has engaged in questionable accounting or auditing practices.

All information disclosed shall be treated in a confidential manner except to the extent necessary for the protection of the Company’s interests.

Should any employee of the Company have any questions concerning the legality or propriety of any activity conduct or condition, those questions may be submitted to the Human Resource Director for review and advice.

PENALTIES

All employees of the Company are expected to be familiar with and to abide by the foregoing policies and procedures. It should again be emphasized that any violation could result in serious legal difficulties and severe civil and criminal penalties for the Company and the employee. Therefore, any violation by an employee may constitute grounds for disciplinary action, including termination of employment. Any questions concerning the policies and procedures set forth herein should be directed to the Human Resource Director.