Code of Ethics and Conduct

Policies and Procedures for Collecting and Reviewing Complaints about Auditing and Accounting Matters, Violation of Code of Ethics, Communications Intended for the Independent Directors ("Reporting Procedures")

Introduction

All employees shall promptly disclose any acts or transactions known to such person that may be in violation of the Code of Ethics and Conduct. The Audit Committee of the Board of Directors of the Company has adopted the following procedures for reporting violations on a confidential and anonymous basis. The Company will not tolerate retribution, retaliation or adverse personnel action of any kind against anyone for lawfully reporting a situation of potential noncompliance or breach of any Company policy, or providing to the Company or any law enforcement or other governmental agency any information or assistance relating to the commission or possible commission of any federal or state offense.

Policies and Procedures

The Company has retained the services of Ethicspoint®, Inc. to establish a reporting system on its public website and employee intranet. The reporting system provides information and links that will allow any person desiring to make a complaint regarding accounting, internal auditing controls and auditing matters, reports of violations of the Company's Code of Ethics and Conduct, or to provide information to the Company's independent directors, to do so by Internet, Company intranet or telephone in either an identified or in an anonymous manner.

All complaints or communications will be distributed to a Review Group for review and such further action as is deemed appropriate by the Audit Committee. The Review Group is comprised of all members of the Audit Committee, the Internal Auditor and a member of management designated by the Audit Committee who shall function as the staff person for the Review Group.

All complaints or communications that are reported in a confidential manner will be treated in a confidential manner.

How to File a Report

Ethicspoint® is carefully designed to maintain your confidentiality and anonymity at every step of the reporting process. If you are uncertain if a situation violates Company policy, is illegal or constitutes a breach of Company policy, please use Ethicspoint® to obtain clarification. Ethicspoint® should not be used for immediate threats to life or property. These types of reports should be directed to 911.

Accessing Ethicspoint® for Filing a Report

Any one of the following channels of communication may be used to file a report:

1. From any computer having Internet access, go to www.ethicspoint.com and click on "File a Report."
2. Click on the Ethicspoint® icon on the Company's Internet or intranet site. You will automatically be linked to the Ethicspoint® secure website. Once there, click on "File a Report."
3. Call Ethicspoint®'s toll-free hotline at 1-866-ETHICSP (1-866-384-4277). A compliance specialist will assist you in entering your report into the Ethicspoint® system.

Completing a Report

Following the on-screen or compliance specialist's instructions please complete a report, being as thorough as possible.

1. Specify what kind of report you would like to make from the available choices.
2. Please read or listen to the anonymity information very carefully. It helps to ensure that you do not compromise your identity during the reporting process. Click on or say "I agree."
3. You will now complete the report providing information about the incident including:
    *   **Who:** persons engaged in the incident, including titles;
    *   **What:** what specifically occurred;
    *   **Where:** the location of the incident, and
    *   **When:** the time and duration of the incident.
4. Next, you will be asked to create a password. The Ethicspoint® system will generate an identification code called a "Report Key." Write them both down and keep them in a safe place. You will need them to follow-up later, or if you ever want to review or amend your report.

Follow-Up

Two business days after you complete your report, please return to the Ethicspoint® system to see if the Company has any follow-up questions or requests.

1. Reconnect with the Ethicspoint® system using any of the three channels of communication (Internet, Company intranet, telephone).
2. Click on (or ask to perform) a "Follow-Up."
3. Provide your "Report Key" and "Password."
4. You can now elect to review report details, respond to questions, and add information.
    *   To review your report click "Review Report Details" or ask the compliance specialist.

- You will be told if the Company has entered questions about your report. Answer the questions verbally or by typing in the question boxes and click "Submit."
- You can add information to the report verbally or by using the "Submit New Information" box.

5. If you have agreed to participate in an EthicsChat, click "Chat About This Report" at the specified time. Type your comments into the field at the bottom of the window and click "Submit."

   An EthicsChat is a real-time communication between you and a Company representative to clarify details and answer questions. Like the rest of the Ethicspoint® system, it is confidential and anonymous.

6. You may return regularly to review your report, answer questions and add information.