

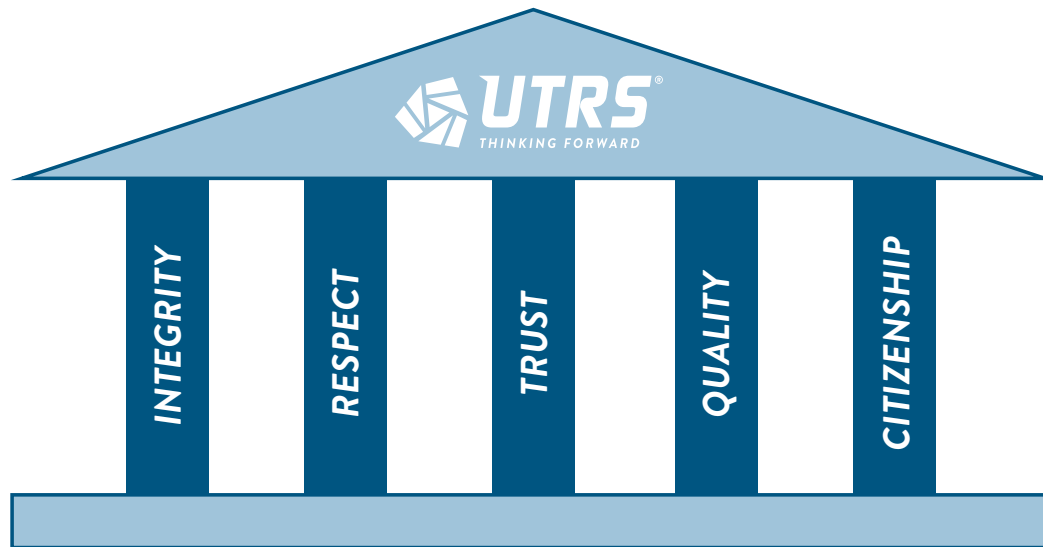
UNIVERSAL TECHNICAL RESOURCE SERVICES, INC.



CODE OF ETHICS & BUSINESS CONDUCT

Version 2.0

The 5 Virtues of UTRS



These 5 virtues have helped propel our company to where we are today and will be the foundation of our future. These core values guide us to go beyond “doing things right” to “doing the right thing” in all aspects of our business. We expect our employees and all our vendors and subcontractors to meet these standards and act with the highest level of ethical responsibility.

Doing the right thing means we and all our vendors and subcontractors will:

- Uphold the highest personal and professional standards,
- Comply with all applicable laws, rules and regulations,
- Deter wrongdoing, and
- Abide by other policies and procedures we adopt that govern the conduct of our employees and directors.

This Code of Ethics and Business Conduct, version 2.0, is intended to supplement any other policies and procedures we adopt. As part of version 2.0 we are including sample questions and answers with each section to provide guidance and examples for applying the Code to real-world situations.

Our Executive Team has adopted this Code. There are numerous resources available to assist everyone with meeting the challenges of performing their duties and responsibilities. If ever faced with an ethical dilemma, you are encouraged to seek the assistance and guidance of your supervisors, an officer of the Company, or the Compliance Officer, who is available 24 hours/7 days a week to deal with any ethical issues that may arise.



CODE OF ETHICS & BUSINESS CONDUCT

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As government contractors, we operate in a highly regulated area; so, we take special care to respond in a timely manner to any regulatory inquiry, should we receive one. In every case, we will be honest and truthful in our statements, and will work closely with our Legal Department to ensure that appropriate responses are given to any applicable request for information.

We, the Executive Team of UTRS, are proud of our company and the commitment of all our employees and representatives to handling themselves with the highest ethical standards.

While our Code cannot possibly cover every situation you may be presented with, it can provide a guideline and some of the tools and resources necessary to help you:

- Ask the right questions
- Raise concerns
- Make ethical decisions
- Know where to turn for help.

We encourage you to read this Code and continue to embrace it as part of our core values and culture. Working for a company that does the right thing just feels right.

The UTRS Executive Team



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General Commitments

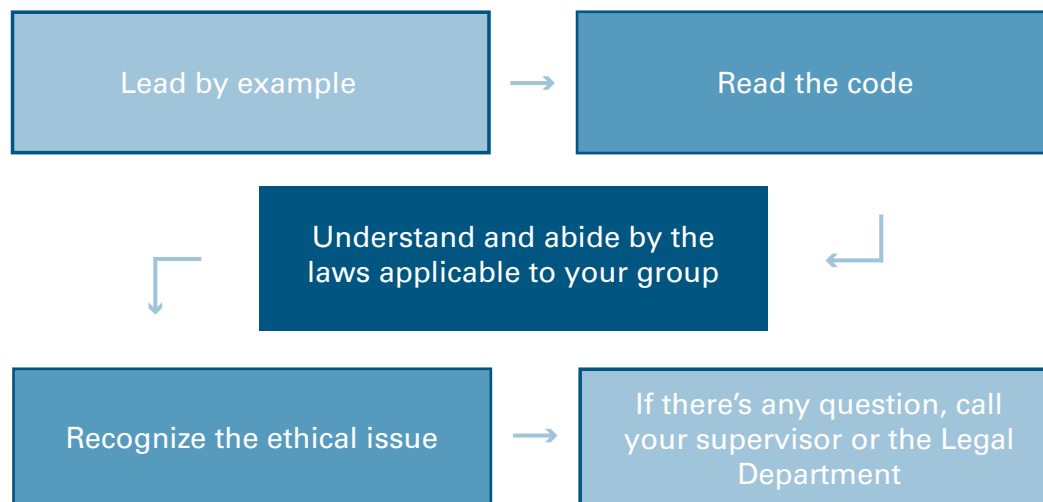
Our Code is founded on these 5 core values, and each of these values carries through the entire Code. Being true to these standards will always guide you to do the right thing.

1. **Integrity:** to always be honest and forthright in our dealings; to say what we mean, deliver what we promise, and fulfill our commitments.
2. **Respect:** to treat others as we would want to be treated, with dignity and fairness and with the appreciation of the diversity of our workforce and the uniqueness of each employee.
3. **Trust:** to build confidence through teamwork and open, candid communications so that we may continue to provide our customers with the high-value solutions to complex issues they expect from us.
4. **Quality:** to deliver the highest quality of goods and services we can to our customers.
5. **Citizenship:** to obey all the laws of the United States and other countries in which we do business, and to strive to do our part to make the communities in which we live and work better places.

As an employee, you must comply with both the letter and the spirit of this Code. This means you must understand and comply with all of our policies, laws, and regulations that apply to your job, even if you feel pressured to do otherwise. We expect that you will seek guidance if you have questions or concerns and that you will cooperate fully in any investigation of suspected violations of the Code that may arise during the course of your employment.

Of course, no single document can anticipate and address every situation you may face. More often than not, common sense and good judgment are your best guides. In addition, our Employee Handbook contains policies related to the principles mentioned in the following pages that also provide important information to help you. In some cases, you may want to consult with others—including your manager, Human Resources representative, Compliance Officer, or the Legal Department.

The following graphic shows what we expect of all our employees:



We Are Committed To a Positive, Safe Work Environment

We respect diversity in our workplace and have a zero tolerance policy for any harassment or discrimination of any kind, in particular involving, age, sex, race, disability, national origin, religion, or sexual orientation. We all deserve a safe workplace where we feel respected and appreciated. Any harassment that either impacts or influences wages, hours, working conditions, or employment advantages is specifically prohibited. Sexual harassment includes harassment of a sexual nature of a person of the same or opposite sex as the harasser. You should refer to the UTRS Employee Handbook for more information on our policies against harassment.

As is the case with any violation of this Code, you have a responsibility to report any harassing behavior or condition, regardless of whether you are directly involved or just a witness. We strictly prohibit retaliation for making a complaint or for assisting with the investigation of a discrimination or harassment complaint. You should report the offending behavior to your manager or another member of our management team.

Q: My manager makes several of us uncomfortable with rude jokes and comments. What should I do?

A: Talk to your manager about how you feel. If you are uncomfortable talking directly to your manager, talk to another manager or someone in Human Resources. You should not have to be subject to harassment or a hostile work environment.

We are also committed to maintaining a drug-free, safe, and healthy work environment and to practice environmentally safe business throughout the world. We are all responsible for helping to comply with environmental, health, and safety requirements. Any injury or accident should always be reported immediately to your manager.

Q: I suspect that my coworker is abusing prescription drugs. Since this is not an illegal substance, should I tell someone?

A: Abuse of legally prescribed drugs can be as dangerous as abuse of illegal substances. Talk to your coworker about our Employee Assistance Program if you are comfortable doing so. Otherwise, share your concerns with your manager, Human Resources, or the Compliance Officer.

We Are Committed To Avoiding Conflicts of Interest

We expect that our business will be conducted free from any actual or potential conflict of interest that may arise when a person's loyalty is split between personal interests and those of UTRS. In addition, we maintain an Organizational Conflict of Interest Plan to ensure that the corporate interests of UTRS and our affiliates never conflict with one another or with the interests of our customers as well. Acting in one's own self-interest or with bias can cause irreparable damage to our reputation.

We have a duty to avoid any financial, business, or other relationship that might interfere with our commitment to integrity. We will all use our best efforts to avoid even the appearance of conflict between our personal interests and those of the company; and, we expect that those we deal with will do the same. If you or any of our representatives and agents may have an actual or potential conflict of interest, you must report all pertinent details in writing to your manager, an officer of the company, or the Compliance Officer.

Examples of potential conflicts of interest are:

- Dual employment while employed with UTRS, in particular, employment by a competitor.
- Ownership or substantial interest in a company that is a competitor or supplier of UTRS.
- Using company assets, intellectual property, or proprietary interests for personal gain.
- Acceptance of anything of value—such as gifts, discounts or compensation—from an individual or entity that does or seeks to do business with UTRS (see Page 9-10 below).
- Actions that potentially, or actually, have the appearance of favoring one competitor over another in any procurement.

Q: My wife works for one of UTRS's competitors. Does this constitute a conflict of interest?

A: No, not necessarily. However, you should discuss the situation with your manager to ensure that you are not given assignments that would create a conflict of interest. In no event should you disclose our company's confidential information to your spouse or solicit from your spouse confidential information about her employer.

Q: I want to take a part-time job, but a co-worker said I need to have that reviewed and approved by UTRS management. Why does UTRS need to know?

A: We need to be sure that your part-time work does not interfere with your work at UTRS or with any UTRS business interest. A conflict of interest check must be conducted to ensure that your part-time job does not involve a competitor, supplier or customer and does not involve the use of UTRS time and resources.

We Are Committed To Avoiding Conflicts of Interest

We take particular care in interactions with our customers and partners to act with the integrity that is expected of our company. We do not give or receive gifts that are intended to induce or appear to influence business decisions. Acceptance or giving of such gifts can undermine our customer relationships, harm our reputation, and put our company in legal jeopardy. We recognize that gifts, gratuities, and other business courtesies may be appropriate in building and maintaining relationships with customers and vendors; however, we need to recognize that even the perception of favorable treatment or the appearance of an impropriety must always be avoided.

When you are considering whether to accept or offer a gift, gratuity or other business courtesy, you should use moderation and prudent judgment. If you do not feel comfortable telling your manager, a coworker, or the public about a gift or gratuity, then it is probably unacceptable. When it is not obvious what the right thing to do is, you should seek the assistance of the Compliance Officer.

Gifts, Gratuities, and Other Business Courtesies to U.S., State and Local Government Employees

Federal, state, and local government departments and agencies are governed by laws and regulations concerning acceptance by their employees of entertainment, meals, gifts, gratuities and other things of value from firms and persons with whom those government departments and agencies do business or over whom they have regulatory authority. It is our policy to comply strictly with those laws and regulations. Generally:

- **Federal Executive Branch Employees:** You are prohibited from giving anything of value to federal Executive Branch employees, except as follows:
 - UTRS advertising or promotional items of little intrinsic value (generally \$10 or less) such as coffee mugs, pens, or other similar items displaying the company logo;
 - Modest refreshments such as soft drinks, coffee and donuts on an occasional basis in connection with business activities; or
 - Business-related meals and local transportation having an aggregate value of \$20 or less per occasion, provided such items do not in aggregate exceed \$50 in a calendar year. Although it is the government employee's responsibility to track and monitor these thresholds, you should not knowingly provide meals and/or transportation exceeding these limits;
 - Free attendance at widely attended meetings.
- **Federal Legislative and Judiciary Branches, and State and Local Government Employees:** These employees are subject to a wide range of laws and regulations. These laws and regulations must be consulted before offering anything of value. Seek the guidance of the Compliance Officer if you have any questions.

Q:

I've worked with a particular contracting officer for many years. The officer is moving on to a new assignment, and I would like to give him/her a small token of appreciation. May I do so?

A:

This scenario is most likely acceptable. A thorough analysis of the transaction by the Legal Department is required.

Business Courtesies to Non-government Persons:

Federal, state, and local government departments and agencies are governed by laws and regulations concerning acceptance by their employees of entertainment, meals, gifts, gratuities and other things of value from firms and persons with whom those government departments and agencies do business or over whom they have regulatory authority. It is our policy to comply strictly with those laws and regulations. Generally:

- **Meals, Refreshments, and Entertainment:** It may be acceptable practice for you, with prior approval of management, to provide or accept meals, refreshments, entertainment, or other business courtesies of reasonable value to or from non-government persons in support of business activities, provided:
 - There is no violation of any law or regulation or standards of conduct of the recipient’s organization. It is your responsibility to inquire about prohibitions before offering the business courtesy; and
 - The business courtesy must be consistent with marketplace practices, infrequent in nature, and may not be lavish or extravagant; and
 - The business courtesies must not be given or accepted for the purpose of influencing a business decision.
- **Gifts:** UTRS employees are prohibited from offering, giving, or accepting money or other tangible gifts having a market value of \$100 or more to or from a person or entity with whom UTRS does or seeks to do business, unless specifically approved in advance by management. Tangible gifts under \$100 must not be given or accepted for the purpose of influencing a business decision.

Q: A vendor has offered me two tickets to a sporting event I’d love to attend. We do a fair amount of business with this vendor and I am a key point of contact. We are in the middle of a three-year agreement with the service provider.

A: Our gift and conflict of interest policies permit you to accept the tickets under these circumstances. Positive relationship-building in this instance can benefit UTRS, so long as the business courtesy accepted is not lavish or frequent. It is always a good practice to first check with the Legal Department.

- **Bribes:** U.S. laws and regulations such as the Anti-Kickback Act and Foreign Corrupt Practices Act (see Page 13) have been created to ensure that business decisions are free from unfair influence. Bribes and other corrupt offers not only violate UTRS policy, they are illegal and will subject UTRS and the individual to both civil and criminal penalties. We must always be mindful of these laws and regulations when dealing with government customers or officials, domestic or international. Any offer of money or gifts intended to influence a business decision should be immediately reported to a supervisor or the Compliance Officer.

Q: What is the difference between a “gift” and a “bribe”?

A: A “gift” is made with “no strings attached” in the interest of, for example, building a business relationship or expressing thanks. A “bribe” occurs if you accept or give something of value to someone in return for something else, such as the award of business or the exercise of the other’s discretion or influence.

- **Acceptance of Gifts or Gratuities:** Our vendors must adhere to the highest standards of ethical behavior and regulatory compliance, and not conflict with our best interests. We do not engage in any unethical or illegal conduct with our vendors, such as accepting kickbacks or bribes for business. We only permit the acceptance of promotional items of minor value (typically \$50 or less) from vendor partners, unless approved in advance by an officer of UTRS. We will politely decline to accept or will return any vendor-provided item that creates or could create a conflict of interest. You may participate in vendor sales promotions, contests, or other sales incentive programs only as expressly authorized by UTRS management.

Q: Your Army program manager, whom you have known personally for a number of years, recently purchased a summer home in Ocean City. You happen to mention to him that Ocean City is one place you always wanted to see and he says, “We’re not using the house next week; take your family and enjoy!” What do you do?

A: You should probably decline the offer as it may create the appearance of impropriety.

- **Employing Former Government Officials:** There are extensive conflict of interest laws and regulations regarding the employment or use of former military and civilian government personnel in our business. These rules extend to contracting or negotiating with current government employees to discuss their potential employment by the Company or their use as consultants or subcontractors. These conflict of interest laws and regulations must be fully and carefully observed. Consult the Compliance Officer before negotiating with any government employees for a position.

Q: We have an opening in our department, and I think a U.S. government employee on one of our contracts would be perfect for the job. Can we hire her?

A: You should contact the Legal Department immediately to discuss the proper procedures for beginning any type of hiring of former government employees. It is of the utmost importance to avoid any conflict of interest.

- **Negotiating, Performing, and Marketing for Government Contracting:** The quality of our services is what sets us apart from other government contractors. The perception that our customers have of our company as honest and competent is a cornerstone of our business. If we fail to negotiate, perform, or market our services in good faith, we will seriously damage our reputation and lose the loyalty of our customers. We take our contractual obligations very seriously, and will always uphold and perform these obligations in strict compliance with the specifications, requirements, and clauses included in such contracts. Further:
 - We are truthful and accurate in all communication of information about our products and services, such as our promotional materials.
 - We will compete fairly and ethically for all business opportunities. If there is reason to believe that the release of non-public information is unauthorized, our team will not release or accept, or attempt to release or accept, any such information from any source.
 - Since we primarily provide goods and services to the U.S. government, we are especially mindful of ensuring that we negotiate our contracts fairly and truthfully. The Truth in Negotiations Act requires the disclosure of cost or pricing data in some instances. We will make no false claims or seek to misrepresent relevant information such as supplier quotes, nonrecurring costs, or make-or-buy decisions, among other information.
 - We will take appropriate steps to avoid organizational conflicts of interest within our business.

Q:

Your price is good on a program contract you are bidding for the Navy, but you think it will take several months longer than your competitor to develop the system. Your client wants to know the schedule. What do you say?

A:

You should tell the client the truth about the schedule, but you may explain the distinct advantage of our product over the competitor's.

We Are Committed To Complying With All Applicable Laws and Regulations

We operate in a highly regulated area of business, and are committed to complying with all applicable laws and regulations. Some of the laws that govern our business are the following:

- **Antitrust:** Maintaining a level playing field in business promotes healthy competition and keeps the global marketplace dynamic and robust. Any unfair advantage in the marketplace serves to stifle competition and negatively affects customers. We promote free trade and free enterprise. We operate in the United States and in foreign countries. Many such countries, in particular the European Union and the United States, have enacted antitrust laws that prohibit unlawful “restraints of trade,” and our company rigorously observes these laws. Generally, such laws prohibit restrictive trade agreements and practices that may reduce competition without providing beneficial effects to customers. Examples of prohibited “restraint of trade” practices that may violate antitrust laws are:
 - Agreements and understandings among competitors to fix or control prices;
 - Boycotts of specified suppliers or customers;
 - Efforts to disparage, misrepresent, or harass competitors;
 - Limitation on production or sales of products for anticompetitive purposes;
 - Price discrimination.

We will not engage in any discussion with representatives of other companies, agencies, or governments regarding possible “restraint of trade” or other anti-boycott activities. Any such discussion initiated by any customer or potential customer must be reported to the Legal Department immediately. Violations of U.S. antitrust and anti-boycott laws or regulations can subject both the company and the employee to severe criminal and civil penalties and fines.

Q: During a dinner break at an industry conference, someone who works for one of our competitors mentioned that his company was considering increasing prices because of certain industry pressures. Everyone knows that our company is also experiencing these same pressures. Is it okay for me to discuss our pricing plans?

A: No. You may never discuss pricing with a competitor. This prohibition applies equally to learning the competitor’s pricing practices or plans (other than from publicly available information) and to revealing those of UTRS. As soon as you realize that a competitor is starting to raise this subject, you should break off the discussion, even if it means walking out in the middle of a meal. You should then immediately report what happened to the Legal Department.

- **Political Activities:** We encourage our Team to demonstrate citizenship by giving back to the community and participating appropriately in the political process. Our employees personally recognize the benefits afforded their communities and our company when they are involved in civic affairs and the political process. Voluntary personal contributions to candidates of the employee's choice and civic organizations are encouraged and are consistent with our core commitment to citizenship. However, our employees must recognize that such involvement and participation is on an individual basis, on the employee's own time and at such employee's own expense.

We will not illegally contribute to or make expenditures on behalf of any candidate for elective office, political party or political committee, including any use of corporate funds, services, or goods, as well as our employees' chargeable work time.

Q: A friend of mine is running for political office, and I would like to help her out with her campaign. Is there a problem with this?

A: No. Your personal support is your personal business. Just make sure that you do not use UTRS assets, including company time or the UTRS name, to advance the campaign.

- **Foreign Corrupt Practices Act (FCPA) and OECD Anti-Bribery Convention:** The FCPA is a U.S. law which, along with the OECD Anti-Bribery Convention and other similar laws, 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 unfair advantage. In addition, FCPA prohibits knowingly falsifying a company's books or records or knowingly circumventing or failing to implement accounting controls. If you are involved in our international operations, you should seek advice from the Legal Department prior to dealings, and be familiar with FCPA and similar laws that govern our operations in other countries where we do business.

Q: I was told I have to pay a gratuity to a minor official to clear our products through customs. What should I do?

A: You may not pay a U.S. or foreign customs official under any circumstance.

- **Export and Import Laws:** Laws and regulations such as the International Traffic in Arms Regulations and the Export Administration Regulations in the United States have been established around the world to protect national security interests and control the transfer among nations of technology, equipment, and ideas. Our products and services are subject to U.S. export controls and other national controls, and we remain committed to complying with all such laws and regulations. If you have any questions about whether a situation complies with these regulations, call the Legal Department immediately.

Q:

An agent approached me with an opportunity to export products to a new Middle East market where we do not yet have sales. He has many contacts and is willing to handle all shipping and selling logistics. How should I proceed?

A:

You should contact the Legal Department so that all export and import laws of the countries involved may be examined. The Legal Department will determine whether the countries or parties involved are subject to any trade restrictions, and will conduct a proper background check on your agent and the customer involved.

- **Equal Employment Opportunity and Affirmative Action:** We are committed to fair employment practices, including the prohibition of all forms of illegal discrimination and harassment. We provide equal access and fair treatment to all employees based on merit, qualifications, and abilities in order to improve our success, while enhancing the progress of individuals and the communities where our business is located. We are committed to being an Equal Opportunity Employer and, further, it is our policy that when we hire or promote within categories where women, minorities, disabled individuals or disabled veterans are underutilized, to take affirmative action to seek out qualified applicants in those categories to meet goals specified in our Affirmative Action Plan.

Q:

I think my supervisor didn't promote me because of my age. What can I do?

A:

If you believe that you or another employee are discriminated against for age or any other reason that is protected by law, you should discuss it immediately with a the Human Resources or the Legal Department.

We Are Committed To Veracity in Our Financial Reporting

We accurately and honestly record and report our financial information. We comply with all statutory and regulatory requirements regarding record reporting. We require that all financial transactions be properly executed in accordance with appropriate management authorization and recorded to accurately reflect our financial status. Misrepresenting facts or falsifying records will not be tolerated, and will result in disciplinary action, up to and including termination.

The accurate charging of labor, materials, and other costs is a prerequisite to maintaining the integrity of our customer billings, financial reporting, and strategic planning processes. All of you are charged with being responsible for ensuring that labor and material costs are accurately recorded and charged to our records. These costs include, but are not limited to normal contract work, work related to independent research and development, and bid and proposal activities. The deliberate mischarging of work time or timecard fraud is not only a violation of our policy, but a crime under U.S. laws and regulations.

Deliberate mischarging can subject us to penalties and debarment from government contracting, and could result in the offending employee being discharged and subject to criminal prosecution. Deliberate mischarging occurs when a person knowingly charges an unauthorized cost objective or account to obtain payment, compensation, or benefits to which they are not entitled to avoid using required paid time off category (e.g., personal leave) or to misstate their work effort or daily/weekly labor distribution. Another form of mischarging occurs when labor, material, services, or other costs are knowingly charged to the wrong contract or to unauthorized cost objectives.



A contract to which you are charging is temporarily out of funding. The client has asked you to attend a very important meeting at its site. You know that there is another account you could charge that does have funding. You want to best serve your client. What do you do?



Charging an alternate contract or account for charges clearly outside the scope of the contract is not appropriate. You should contact your manager or the Executive Team for advice.

We Are Committed To Appropriately Retaining Records

Records must be retained or destroyed in accordance with the UTRS Records Retention Policy. In the event of litigation or governmental investigation, the Legal Department should be consulted for guidance regarding record retention issues. The Legal Department may issue a “litigation hold” letter or instructions in certain instances; all employees must adhere to such instructions.

Q: I have files in my office that relate to matters that are over 10 years old. Can I throw them out?

A: It depends. You should check the UTRS Records Retention Policy and speak to your manager to be sure you are complying with the policy. Different types of records have different retention periods; after the retention period has expired, records should be disposed of using the appropriate process, depending on how the records are designated.

We Are Committed To Protecting UTRS’s Intellectual Property and Proprietary Information

Our proprietary information is among our most important assets and must be safeguarded. This proprietary information includes our ideas and inventions, our innovative customer solutions, our financial information and technical business data, and our technology and business plans and other trade secrets. We have an obligation to maintain the confidentiality of and to protect our proprietary information, as well as classified government information and third-party proprietary information that has been entrusted to us. You should follow all applicable security guidelines and policies, and take other reasonable steps to ensure that unauthorized use or disclosure of these assets does not occur.

Q: I’ve been contacted by a former colleague about some potential business ideas that I think would be a great fit for UTRS. Can we exchange materials through e-mail or the Internet?

A: Yes, but only if the information is exchanged in a secure manner and subject to a company-approved confidentiality agreement/nondisclosure agreement. In such cases, you must consult the Legal Department.

We Are Committed To Protecting the Confidential and Proprietary Information of Our Customers and Third Parties

We strive to protect the confidential nature of our confidential and proprietary non-public information, as well as our partners' non-public information and any competition-sensitive information, in particular, "source selection information" that may come into our possession. We will not disclose or use this information for our personal advantage or for a non-UTRS business use, and our Team members will commit to maintaining this confidentiality even after they have left the employ of UTRS.

Q: We hired a person who formerly worked for a competitor. She is aware of proprietary and confidential information about her former employer. Is it okay for her to share this information at UTRS?

A: No. Our policy prohibits disclosing proprietary, technical information and confidential business information about her former company. Even if it were accidentally disclosed, we cannot use the information. Simply stated, we will treat proprietary and confidential information about other companies in the same way that we expect former employees of ours to treat our confidential information after leaving.

We Are Committed To Using Social Media Responsibly

Social media is an easy way to disseminate information quickly and efficiently. You should be cognizant of relevant policies and requirements to obtain approvals to disseminate company information before you do, specifically on social media. Sometimes your access to information could be controlled by a nondisclosure agreement with a third party. In other cases, making our information public requires prior review and approval by the Communications Department and/or the Legal Department. If you use social media to connect with others and you identify yourself as a UTRS employee, be sure to follow the principles of this Code, as well as the policies found in the Employee Handbook. Further, when using social media on a personal level, always act professionally and think about how that reflects on our company and our core principles.

Q: What are my responsibilities when using social media to communicate with others about UTRS?

A: Social media (Facebook, LinkedIn, Twitter, blogs, etc.) is changing the way the world communicates, and we embrace its benefits. However, there may be unintended risks and consequences. You should act professionally and use common sense when interacting on social media. Never share private or proprietary information about UTRS, and be clear about your affiliation with UTRS by explaining that any opinions you express are your own and do not reflect those of UTRS. For more information about using social media, please see the Social Media Policy located in the Employee Handbook.

We Are Committed To Respecting Our Resources

We are all responsible for the proper use of UTRS and customer property, electronic communications systems, information resources, material, facilities, and equipment. We commit to use and maintain these assets with the utmost care and respect, and never to borrow them without prior approval from management. All company assets will be used first and foremost for business purposes.

Q: May I surf the Internet using my UTRS-issued computer?

A: Limited personal use of the UTRS computer systems is permitted, but that does not include surfing or excessive use. Using UTRS assets to access Internet sites that are restricted because of inappropriate content is not permitted.

We Are Committed To Providing Guidance and Enforcing this Code of Ethics and Business Conduct

Our Legal Department and the Compliance Officer are always available for guidance concerning this Code of Ethics and Business Conduct. For additional guidance regarding our business practices, members of our management team or our executive officers are also available.

We are committed to enforcing this Code to the fullest extent possible. Any violations of the Code and related policies are very serious and are unacceptable to UTRS. Further, willful failure to report a known violation of the Code by any of us or falsely reporting an offense to harm another individual shall also be deemed serious offenses. Any such violator will be subject to disciplinary action, up to and including termination.

We will handle all inquiries discreetly and make every effort to maintain, within the limits of the law, the confidentiality of the person requesting guidance or reporting a possible violation. In addition, we have a non retaliation policy in place with regard to contacting the Compliance Officer or management when reporting a violation of the Code. Any perceived retaliatory action should be reported to the Compliance Officer or a member of our Executive Team immediately.

In some circumstances, upon a determination of the Compliance Officer and the Legal Department, violations of the Code will be disclosed to the appropriate government authorities. In these circumstances, UTRS will fully cooperate in any related investigation.

All of UTRS's other policies are applicable to this Code as if set forth fully herein. Please refer to our other policies in the Employee Handbook and other policies that may be distributed. The UTRS Compliance Officer is responsible for maintaining and interpreting this Code, so please refer any inquiries to the Compliance Officer. If an issue arises about how this policy is applied, the Compliance Officer may elevate it to the appropriate executive officers for consultation and resolution. In administering this Code, the Compliance Officer will work closely with our Executive Team, Corporate Department, and Human Resources.