



Koike Aronson, Inc. Code of Conduct and Ethical Standards

Last updated 08/18/08

Introduction

A conflict of interest can arise in dealing with anyone with whom Koike Aronson, Inc transacts business; customers, clients, owners, buyers, suppliers, banks, insurance companies, and people in other organizations with whom we contact and establish agreements.

Conflicts of interest must be avoided. Examples are:

- Working for any of the groups mentioned above for personal gain
- Engaging in part-time activity for profit or gain in any field in which the company in engaged
- Borrowing from, or lending money to, individuals representing organizations with whom business dealings are conducted.

Personal Conduct

Koike Aronson, Inc expects employees to conduct themselves with the pride and respect associated with their positions. Respect for fellow employees, customers, suppliers and everyone else associated with the company in one form or another. Employees should always use good judgment and discretion in carrying out company business. Koike Aronson employees should always practice the highest standards of ethical conduct.

Confidentiality

Koike Aronson, Inc is engaged in manufacturing and distribution requiring the business to issue and enforce a strict code of confidentiality and demanding that confidentiality of information be maintained by all employees. In no case shall employees be allowed to store information outside of the company, either in written or electronic form, about any matter pertaining to the conduct of the company's business. No information regarding Koike Aronson's product pricing or manufacturing processes shall be given to anybody without permission of senior management.

The release of information regarding pricing, service, problems, or idle gossip about a particular vendor or customer to another vendor or customer is strictly prohibited. Any employee who compromises information will be subject to discharge, with reemployment pending review by management.

Idle gossip, dissemination of confidential financial information about the company, the release of personal information about another employee, or the release of any information within the company that could cause harm to Koike Aronson, Inc, or an employee of Koike Aronson, Inc is prohibited. Such activity will subject the responsible employee to disciplinary action including possible termination of employment.

Bribes, Kick-Backs and Other Illegal Payments

Bribes, kick-backs and other illegal payments made to, or received from, any individual with whom we conduct business (in any form and for any purpose) are prohibited. Certain types of rebates to the company from suppliers (but not to or from an individual employee) are legitimate to correct commercial inequity if done within government trade regulations.

Gratuities/Gifts (acceptance of)

Employees shall not accept, for personal gratification, anything of monetary value from a provider of goods and services that could be viewed as influencing an employee's purchase decision. Employees shall be required to disclose, to their manager, anything of value offered, promised, or received from an existing or potential provider of goods and services.

Definition: Gratuity is defined as something given voluntarily or beyond obligation in return for, or anticipation of, some service.

Patents and Copyrights

Any patent or copyright developed by an employee of Koike Aronson, Inc becomes the exclusive property of the company. Any information pertaining to such patent or copyright must remain on company premises.

An employee sharing information concerning a patent or copyright with other employees of the company, either internally or externally, must first obtain approval of management.

If an employee attends conferences, publishes information, or passes on any company related information to third parties which he or she attained, obtained or learned on

the job, any monetary compensation awarded to the employee in relation to this form of information sharing is the exclusive property of Koike Aronson, Inc.

An employee, willing to use his/her own time to work on projects related to the company or the industry the company competes in, must obtain the approval of management before proceeding. Projects not related to the company are at the employee's discretion and may not interfere in any way with the employee's work. All related activities must take place on the employee's own time and not be performed on Koike Aronson premises.

Violations of one or more of the foregoing policies will subject the employee to immediate termination of employment and could result in substantial legal consequences for the employee as well.

Legal and Ethical Conduct

Koike Aronson, Inc demands that each employee conduct his/her business affairs with the highest standard of integrity to insure that no conflict of interest exists or can be reasonably implied or construed. The following paragraphs set forth legal and moral restrictions with respect to legal and ethical business conduct. The following actions and conditions are specifically prohibited:

- **No employee shall** have any direct ownership interest in any company with which Koike Aronson, Inc competes, which sells or supplies to, or buys from Koike Aronson, Inc any products or property, or which furnishes any service to the company.
- **No employee shall** borrow money or accept advances or other personal payments or gifts or entertainment, from any company or firm (or any person acting directly or indirectly for any company or firm) which has transactions with Koike Aronson.
- **No employee shall** enter into any transaction or acquire any interest or take any action which, in his/her own judgment, is contrary to the interest of Koike Aronson or is incompatible with loyalty and obligation inherent to his/her employment.
- The foregoing prohibitions apply not only to the employee personally, but also to the employee's spouse and dependent minor children.

Any situation involving a possible conflict of interest which arises in relation to the above outlined policies must be brought to the attention of management immediately.

Whistleblower Policy

Koike Aronson, Inc. (“Organization”) Code of Ethics and Conduct (“Code”) requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Organization, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all directors, officers and employees to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation

No director, officer or employee who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns with in the Organization prior to seeking resolution outside the Organization.

Reporting Violations

The Code addresses the Organization’s open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee’s supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor’s response, you are encouraged to speak with someone in the Human Resources Department or anyone in management whom you are comfortable in approaching. Supervisors and managers are required to report suspected violations of the Code of Conduct to the Organization’s Compliance Officer, who has specific and exclusive responsibility to investigate all reported violations. When you are not satisfied or uncomfortable with following the Organization’s open door policy, individuals should contact the Organization’s Compliance Officer directly.

Compliance Officer

The organization’s Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his/her discretion, shall advise the President / CEO. The Compliance Officer has direct access to

the Board of Directors and is required to report to the Board of Directors at least annually on compliance activity. Rachael Becht, Human Resource Manager, is the Compliance Officer at Koike Aronson, Inc.

Accounting and Auditing Matters

The Board of Directors shall address all reported concerns or complaints regarding corporate practices, internal control or auditing. The Compliance Officer shall immediately notify the Board of any such complaint and work with the board until the matter is resolved.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offence.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Treatment of Reports

All Reports will be taken seriously and addressed promptly, discreetly, and professionally. Reports may be submitted anonymously or the person submitting the Report may request to remain anonymous. Should a person desire to remain anonymous, that desire will be respected. Discussions and documentation regarding reports will be kept in strict confidence to the extent appropriate or permitted by policy or law. Should the person submitting the Report identify himself / herself, the recipient of the Report

will communicate to the employee the steps to be taken to address the Report and the results of any Company actions initiated. This confidential report process may be used either to submit a new Report, or to address an employee's previous Report, which such employee does not feel was adequately resolved.