



Code of Ethics And Business Conduct

Introduction

This Code of Ethics and Business Conduct sets out basic principles to guide all employees of BCF Solutions, Inc. All of our employees must conduct themselves accordingly and seek to avoid even the appearance of improper behavior.

If a law conflicts with a policy in this Code, you must comply with the law. Also, if a local custom or policy conflicts with this Code, you must comply with the Code. If you have any questions about these conflicts, you should ask your supervisor or a corporate manager how to handle the situation

Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is the foundation on which BCF's ethical standards are built. All employees must respect and obey the laws, rules and regulations of the cities, states and countries in which we operate. If unsure seek advice from supervisors, managers or other appropriate personnel.

Respect for the Individual

We all deserve to work in an environment where we are treated with dignity and respect. BCF is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success.

Discrimination and Harassment

The diversity of BCF's employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any discrimination or harassment based on race, color, religion, sex, national origin or any other protected class. For further information you should consult the appropriate BCF policy, found in the Policies and Procedures Handbook.

Personal Conflicts of Interest

A "conflict of interest" exists when a person's private interest interferes in any way - or even appears to interfere - with the interests of BCF, its clients or its suppliers. A conflict situation can arise when an employee takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest may also arise when an employee or a member of his or her family receives improper personal benefits as a result of his or her position in BCF.

You should avoid any direct or indirect business connection with our customers, suppliers or competitors, except as required on our behalf. You must bring to the attention of your supervisor

if you receive compensation or favors from a competitor, customer or supplier in order that a conflict of interest determination can be made.

Conflicts of interest are prohibited as a matter of BCF policy. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor. Any employee who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel.

Organizational Conflicts of Interest (OCI)

There are three categories of OCI that BCF avoids:

Unequal Access to Information. For example having access to non-public/proprietary information that provides unfair competitive advantage in future competition.

Biased Ground Rules. For example, drafting the SOW (Statement of Work) or specs that will be used in a future contract that skews the competition in its favor.

Impaired Objectivity, For example, a contractor evaluating its own performance or products.

Employees that believe that BCF has an OCI issue, or the potential for an OCI, need to alert BCF management.

Competition and Fair Dealing

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Acquiring proprietary information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each employee should endeavor to respect the rights of and deal fairly with BCF's customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other illegal trade practice.

No employee is permitted to engage in price fixing, bid rigging, allocation of markets or customers, or similar illegal anti-competitive activities.

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any BCF employee or officer, family member of an employee or officer, or agent unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is reasonable in value, (4) cannot be construed as a bribe or payoff and (5) does not violate any laws, regulations or applicable policies of the other party's organization. Please discuss with your supervisor any gifts or proposed gifts which you are not certain are appropriate.



Political Contributions

BCF prohibits political contributions directly or through trade associations. This includes: (a) any contributions of BCF funds or other assets for political purposes, (b) encouraging individual employees to make any such contribution; or (c) reimbursing an employee for any contribution.

Individual employees are free to make personal political contributions as they see fit.

Health and Safety

BCF strives to provide each employee with a safe and healthy work environment. Each employee has the responsibility for maintaining a safe and healthy workplace for all employees and by following environmental, safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are not permitted.

Employees are expected to perform their work in a safe manner, free of the influences of alcohol, illegal drugs or controlled substances. The use of illegal drugs in the workplace will not be tolerated.

Environmental

BCF expects its employees to follow all applicable environmental laws and regulations. If you are uncertain about your responsibility or obligation you should check with your supervisor.

Record-Keeping

BCF requires honest, accurate and timely recording and reporting of information in order to make responsible business decisions.

All business expense accounts must be documented and recorded accurately in a timely manner. If you are not sure whether a certain expense is legitimate, ask your supervisor or the Finance Department.

We are committed to honest and accurate reporting when charging costs to our customers. Accurately reporting labor charges is essential (and mandatory) because it is the source of charging direct costs and distributing overhead costs to a contract. We are each responsible for understanding and complying with BCF's labor reporting procedures. If unsure, seek guidance from your supervisor.

Protection of Proprietary Information

Employees must maintain the confidentiality of proprietary information entrusted to them by BCF or its customers or suppliers, except when disclosure is authorized in writing by the CEO or President or required by laws or regulations. Proprietary information includes all non-public information that might be of use to competitors or harmful to BCF or its customers or suppliers if



disclosed. It includes information that suppliers and customers have entrusted to us. The obligation to preserve proprietary information continues even after employment ends.

Protection and Proper Use of BCF Assets

All employees should protect BCF's assets and the assets of our clients and ensure their efficient use. Theft, carelessness, and waste have a direct impact on BCF's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation.

BCF assets are provided for legitimate business purposes. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption in the workplace. Employees at client locations must strictly adhere to the client's policies. Please be informed that when using telecommunication systems for personal use, there is no presumption of privacy.

The obligation of employees to protect BCF's assets includes BCF's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial and rate data and reports. Unauthorized use or distribution of this information is a violation of BCF policy. It could also be illegal and result in civil or criminal penalties.

We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

Payments to Government Personnel

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. Never give or authorize directly or indirectly any illegal payments to government officials of any country. While the FCPA does, in certain limited circumstances, allow nominal "facilitating payments" to be made, any such payment must be discussed with and approved by BCF senior management before any such payment can be made.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities, which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate BCF policy but is also a civil or criminal offense. State and local governments, as well as foreign governments, often have similar rules.

Disclosure Obligations incumbent upon BCF

BCF as a company must disclose in a timely manner, in writing to the DoD OIG, credible evidence of criminal violations (fraud, conflict of interest, bribery, gratuity violations); Civil False Claims violations; and "significant overpayments." An employee that believes that there is credible evidence of such criminal violations must bring this to the attention of BCF management for further action.

Compliance Procedures

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.

Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.

Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems. If you are uncomfortable discussing the problem with your supervisor you can talk to your division director, human resources manager, or other corporate management. If you feel the need to report externally to BCF, you may contact a Government Hot Line.

You may report violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected. BCF does not permit retaliation of any kind against employees for good faith reports of suspected violations.

Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.

All employees are subject to BCF's Code, Those who violate the standards in this Code will be subject to disciplinary action, *including possible dismissal.* Furthermore, violations of this Code may also be violations of the law and may result in civil or criminal penalties for you, your supervisors and/or BCF. The basic principles discussed in this Code are subject to any BCF policies covering the same issues.

Acknowledgement

BCF requires that all employees and officers review the Code of Business Conduct and acknowledge their understanding and adherence in writing on an on the attached form.



Your Personal Commitment to the

BCF Solutions, Inc.
Code of Ethics and Business Conduct

I acknowledge that I received a copy of BCF's Code of Business Conduct, that I have read the Code and that I understand it. I will comply with the Code. If I learn that there has been a violation of the Code, I will contact my supervisor or Corporate Management. I acknowledge that the Code is not a contract, and that nothing in the Code is intended to change the traditional relationship of employment-at-will.

Dated: _____

Signature

Employee's Name (Please Print)