



Corporate Code of Conduct & Ethics Policy

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1. POLICY STATEMENT

A commitment to integrity, honesty, truthfulness, and high ethical standards in all business operations is at the core of ITC Capital Partners, LLC and its subsidiaries' (collectively, "ITC" or "Company") culture. This commitment must be demonstrated in all actions, both individually and collectively. Compliance with ITC's Code of Conduct and Ethics Policy ("Policy" or "Code") is mandatory for every director, officer, department head, manager, supervisor, personnel, and employee (collectively, "Employee"), as well as people working on behalf of the Company. ITC shares this Code with all Employees, people working on its behalf, and clients. It is also ITC's Policy to comply with the letter and spirit of all laws applicable to ITC's business.



This Code summarizes the standards of business conduct of ITC. The Code provides guidance to recognize and deal with compliance and ethical issues, and provides reporting requirements for unethical conduct. The Code is also a guide for dealings with customers, vendors, governments, and competitors. The Code is a living document and is not intended to be a set of all-inclusive rules. Please read the Code carefully. If an Employee has any questions regarding this Code or if the Employee suspects improper conduct, the Employee should contact his or her Supervisor, Manager (and/or) Department Head. If the Employee's concern is not satisfactorily addressed, or if the Employee deems it prudent to notify senior management of the problem, he or she should contact ITC's Legal Department or the Company President.

To the extent possible, the identity of the Employee (a) reporting suspected or actual improper conduct or (b) assisting in an internal investigation will be maintained as confidential. No retaliation against such Employee acting in good faith will be tolerated.

2. APPLICABILITY

Without exception, this Policy applies to all ITC Employees. Employees are required to abide by the applicable laws, regulations, rules, and regulatory orders of every jurisdiction in which ITC operates. ITC commits to treating all people with dignity and with respect for their human rights. All Employees and people working on behalf of ITC are expected to respect others' human rights and immediately report any human rights abuses to his or her Supervisor, Manager, and/or Department Head, or to the Legal or Human Resources Department.

3. RESPONSIBILITIES

3.1. Human Resources Department

It is the responsibility of the Human Resources Department to implement and enforce this Policy, maintain records associated with this Policy, conduct violation investigations, and maintain the currency of this Policy and related forms.

3.2. ITC Supervisors, Managers and Department Heads

Supervisors, Managers, and Department Heads are responsible for ensuring their Employees are provided a copy of this Policy for review. Supervisors, Managers, and/or Department Heads shall assign work responsibilities to Employees and it is their responsibility to ensure that the

Employee has demonstrated the capability to handle his or her responsibilities in conformity with the Code. All Employee questions concerning the requirements of the Code shall be answered by the Employee's Supervisor, Manager and Department Head, or the Legal or Human Resource Department and understood by each Employee.

Supervisors, Managers, and Department Heads should then ensure each of their subordinate's sign the Code's Acknowledgement Form and return the hard copy to the office of Human Resources Department. Additionally, Supervisors, Managers, and Department Heads are responsible for reporting any violations of this Policy regardless of their association with the situation. Whenever an Employee violates the Code, the adequacy of the Employee's supervision and the adequacy of management's response to all Employee questions may be considered.

3.3. ITC Employees

Every Employee is responsible for ensuring he or she is completely familiar with this Policy and understands the Policy before acknowledging the Policy. All Employees also have a responsibility to understand and follow all other ITC policies, procedures, and guidelines.

ITC recognizes that the Company's continued success depends on its Employees and equal employment opportunity. Employees are required to make full, fair, accurate, timely, and understandable disclosures in reports and documents that ITC files with, or submits to any agency, commission, government, or company, and in any other public communications.

4. POLICIES

4.1. Discrimination, Harassment, and Other Unfair Practices

ITC's Employees shall treat one another with mutual respect and dignity. ITC will implement practices and programs to promote respect and equal opportunity for all Employees. The Company is committed to maintaining a work environment that is accepting of diversity and free of all forms of illegal discrimination, harassment, bullying, and retaliation.

This paragraph reflects ITC's commitment to comply with applicable laws but does not expand any rights or privileges that exist under those laws. The Company is committed to compliance with applicable laws that:

- Forbid unlawful employment discrimination based on an individual's age, ancestry, citizenship, color, creed, disability, marital status, national origin, nationality, parental or familial status, pregnancy, race, religion, sex, sexual orientation, veteran status, or other characteristic protected by federal, state, or local law;
- Forbid harassment of any type, including intimidation, coercion, racial, and sexual;
- Require affirmative action; and
- Forbid adverse action against an Employee such as demotions or terminations, transfers to less desirable location or position, assigning more or less work, or other action which could be considered



retaliation under law. Legitimate disciplinary action justified by an Employee's misconduct or poor performance may not be considered retaliation.

4.1.1. Employing Children

ITC will not employ children under the age of fourteen (14) or as otherwise prohibited by applicable law, nor will ITC employ detained persons or convicts against their will. ITC will not hire individuals under the age of 18 years to carry out security services.

4.1.2. Supervisor, Manager and Department Head and Employee

The Company believes that a direct relationship between Employees and Supervisors, Managers, and/or Department Heads that is free of third-party intervention is highly beneficial to the success of ITC Employees and business operations.

4.1.3. Employee Responsibilities Concerning Discrimination, Harassment, and Other Unfair Practices

Employees shall not treat any person differently because of his or her age, color, disability, race, religion, sex, veteran status, or other protected group status.

Employees must create an atmosphere free of any suggestion of illegal discrimination or harassment. Employees shall not make or tolerate jokes, comments, or remarks based on a person's age, color, disability, race, religion, sex, veteran status, or any other protected group status.

Employees must never make an unwelcomed sexual advance toward a co-worker or suggest or imply that a person's job or contract will be affected by his or her response to a sexual advance.

Employees must not make or tolerate sexual jokes, comments about a person's body, graphic statements about sexual matters, or engage in other offensive behavior of a sexual nature.

Employees must understand and follow Company policies and procedures, including complaint procedures, pertaining to all forms of discrimination and harassment.

4.2. Worker Health & Safety Training

ITC is committed to providing safe and healthy working conditions and maintaining formal programs intended to prevent work-related injuries and accidents.

4.2.1. Safety Training

ITC strives to provide its Employees with work and physical environment conditions that protect their health and safety. ITC will adhere to all rules, regulations, and applicable laws, cooperate fully with the designated federal and/or state and local compliance inspectors, and convey that accident prevention and lost-time control related to safety are essential parts of the job and are not to be sacrificed in the interest of production or speed of delivery. The Human Resources Department will train Employees on health and safety policies, procedures, and practices, so that work is performed in accordance with those policies. Employees are obligated to perform assigned tasks according to the training provided.

4.2.2. Stop Work Policy

Employees shall not perform assigned tasks in which they are not properly trained where injury, occupational illness, and/or property damage could occur.

4.2.3. Accident Prevention

Accident prevention and effective production go hand-in-hand. Any observed deficiencies in ITC's work practices, machinery, or equipment that may materially affect health and safety or environment must be promptly corrected and, if not corrected, reported to the Supervisor, Manager, and/or Department Head.

4.2.4. Illegal Drugs

The use, possession, manufacture, distribution, dispensation, or sale of illegal drugs on Company premises or performing Company business, in Company supplied vehicles, or during working hours is prohibited. Any possession, use, manufacture, distribution, dispensation, or sale of illegal drugs off Company premises that adversely affects the employee's work performance, his or her own or the safety of others at work, or the Company's regard or reputation in the community is prohibited. Reporting to work under the influence of any illegal drug is forbidden.

4.2.5. Use of Alcohol

Except in appropriate business circumstances, the use of alcohol while performing Company business or on Company premises, in Company supplied vehicles, or during working hours is prohibited. Reporting to work under the influence of alcohol is forbidden.

4.2.6. Medication

Prescription medication is a drug or medicine obtained through a written, signed, or other legally authorized communication from a practitioner licensed by the laws of the state to prescribe such drugs or medicinal supplies to be filled, compounded, or dispensed by another person licensed by the laws of the state. Employees may engage in the appropriate use of medicine as legally prescribed on Company premises, Company business, in Company supplied vehicles, and during work hours.

However, an employee undergoing prescribed medical treatment with any drug which may alter their physical or mental ability may be asked to report this treatment to the Company's Human Resources Department. The Human Resources Department will determine whether a temporary change in the employee's job assignment is warranted during the period of treatment. The inappropriate or illegal use, possession, manufacture, distribution, dispensation, or sale of prescription drugs is prohibited.

4.2.7. Violence

Employees are expected to refrain from fighting, "horseplay", or other conduct that may be dangerous to others. Except as described in Section 4.2.8, firearms, weapons, and other dangerous or hazardous devices or substances are prohibited from the premises of ITC unless contrary to state law. Conduct that threatens, intimidates, or coerces another Employee, a client, or a member of the public at any time is prohibited and will not be tolerated. Employees must report all threats of (or actual) violence, both direct and indirect, as soon as possible to their immediate Supervisor, Manager, and/or Department Head or any other member of ITC management. This includes threats by Employees, as well as threats by clients, customers, vendors, solicitors, or other members of the public.

4.2.8. Weapons

Unless explicitly permitted by local or state law, contract, or position duties, tasks, and responsibilities, weaponry of any kind is prohibited from the premises of ITC. Weaponry includes, but is not limited to; all guns; swords; knives with blade greater than four (4) inches; explosives; caustic or other dangerous chemicals; billy clubs and batons; firework; and bow-

and-arrows. Exceptions would be cutlery being utilized for food or chemicals for building maintenance or repair. However, any object used in a violent or inappropriate manner may be considered a weapon for disciplinary purposes.

An Employee who possesses a valid license/permit issued pursuant to state law and maintains a firearm in his or her possession pursuant to the valid license/permit must keep the legally owned firearm locked inside or locked to his or her private motor vehicle in the parking lot at all times.

In limited circumstances, a Company Employee may safely bring about and store weaponry on the premises of ITC where it is specifically related to an ITC Employee's assigned duties, tasks, and responsibilities and pre-approved by his or her Supervisor, Manager, or Department Head.

4.2.9. Employee Responsibilities for Worker Health and Safety

- Employees must always comply with health and safety procedures, including ITC's Drug-Free Workplace Policy.
- Employees must take appropriate safety precautions, including wearing and using safety equipment and using seatbelts while driving or riding in vehicles.
- Employees must, if necessary, take into account health and safety considerations in the design, study, and development of a project.
- Employees shall always work with reputable contractors who agree to abide and, during performance, do abide by applicable health and safety laws and Company policies.
- Employees must never instruct another Employee to disregard safety procedures.
- Employees must never operate equipment in a manner that threatens the health or safety of workers or people in the surrounding community or that is not intended by the equipment manufacturer or supplier.
- Employees may suggest ways to improve ITC's health and safety procedures.

4.3. Environmental Protection

The protection and improvement of the environment is important to the Company. Because of this, ITC Employees must identify and control the environmental hazards related to the operations of the Company such as conserving resources and energy and assuring compliance through accountability at all organizational levels.

4.3.1. Employee's Responsibilities for Environmental Protection

- Employees must understand and fully comply with all environmental permits and guidelines applicable to the Employee's work activities.
- Employees must ensure required environmental records and labels are complete, accurate, and truthful.
- Employees must properly handle, store, and dispose of chemicals and hazardous materials in full compliance with Company practices and applicable laws.
- Employees must report spills, and other releases of hazardous substances, as required by applicable law or by the Company.
- Employees must ensure that any emissions are within permitted limits.



Neither ITC nor its Employees will obtain or dispose of any chemical or toxic material without following Company lawfully compliant procedures. In operations outside the United States, the laws and regulations of the country of operation will also govern.

4.4. Honoring Commitments to Customers

ITC's Employees are the Company. ITC has been in the business of providing canine services for years and has built significant goodwill. The Company's goodwill is one of its most important assets, and ITC's Employees must act to preserve and enhance its reputation. All work performed by ITC employees must meet the terms of the specific contracts with customers.

4.4.1. Employee Responsibilities for Honoring Commitments to Customers

Employees must never deliver a product or service to a customer that they know does not materially meet the specifications of the contract. ITC products and services must comply with applicable laws.

4.5. Loyalty

4.5.1. Conflict of Interest

The Company's business is dependent upon customer's continued trust and confidence in ITC. It is important to recognize that the mere appearance of a conflict of Interest may be just as damaging to the Company's reputation as a real conflict.

A conflict of interest occurs when an Employee's personal interest interferes in any way or even appears to interfere with the interests of ITC as a whole. Employees must avoid actions or business relationships that might tend to affect their independence of judgment with respect to dealings between any of ITC's operations and any other business or individual.

Conflicts of interest can also arise when an Employee or a member of his or her family, receives improper personal benefits due to an Employee's position at ITC. Employees are to avoid these situations. As described below, an Employee may not use property, information, or his or her position at ITC for personal gain. All Employees have the obligation to advance ITC's legitimate interests.



Sometimes the evolving nature of ITC's business interest may change, turning a previously acceptable situation into a potential conflict of interest. In this case, Employees may be required to discontinue an activity which was previously acceptable.

A written disclosure of a conflict of interest must be made to the Employee's Supervisor, Manager, and/or Department Head and, if necessary, to the executives.

4.5.2. Employee Responsibilities for Conflict of Interest

- Employees shall not have a position with, or financial interest in, another business that interferes with Company duties or responsibilities.
- Employees must disclose any financial interest in or position with any competitor (including work as a consultant or advisor), except where such interest consists of no more than one percent (1%) of the securities of a publicly- owned corporation.
- Employees must not conduct/transact Company business with a relative or a family member unless it is approved in writing by the President. Employees must maintain impartiality and high standards of conduct for honesty and fairness.
- Employees must not exploit any business opportunity, directly or indirectly, available to the Company for their own benefit or for the benefit of outside persons or companies.

4.5.3. Secondary Employment

- Employees must request and receive approval from their Supervisor, Manager, and/or Department Head before engaging in secondary employment. The purpose of this approval is to determine that the secondary employment does not create a direct or indirect conflict of interest and does not adversely affect or impair the employee's judgment and ability to perform his or her ITC assigned duties and responsibilities.

4.5.4. Personal Gain

Outside an Employee's salary, wages, or compensation, ITC Employees are not permitted to personally gain from a business activity carried out by or for ITC, unless expressly approved in writing by an ITC executive.

4.6. Bribes, Kickbacks, and Other Unlawful Payments

ITC Employees and/or representatives are prohibited by the Federal Anti-Kickback Enforcement Act of 1986, Foreign Corrupt Practices Act, Robinson-Patman Act, commercial bribery laws, and other laws and regulations, as well as this Code and ITC policies, from offering, extending, soliciting, or receiving any entertainment, gift, gratuity, or other payment in order to improperly influence a business transaction with another party, regardless of whether ITC may be the supplier or the purchaser. Employees must not participate in offering, giving, receiving, or arranging a bribe or kickback. ITC Employees may not use procedures that might conceal or facilitate bribery, kickbacks, or any other illegal or improper payments or receipts, or which might support an inference or appearance of wrongdoing or impropriety. Employees must not involve themselves, directly or indirectly, in any improper payments or promises to any employees, officials, or other representatives of any governments, clients, or suppliers to secure any business or favor, advantage, or to influence any official act. No payments may be made that violate the applicable laws of a jurisdiction where ITC does business.

Federal law also limits the ability to enter into contingent-fee arrangements. Employees are to first consult with the Legal Department before entering into a contingent-fee arrangement with a government Employee or agency.

4.6.1. Invoices

Employees should be certain that all invoices for which they are responsible accurately reflect the actual products or services purchased or sold and the true usual and customary prices and terms of the transactions. Any amounts paid or any purchases made must have a real and identifiable business purpose. Enhancements, upgrades, or other add- ons to amounts legitimately paid or purchases legitimately made may constitute bribery, or at least create the

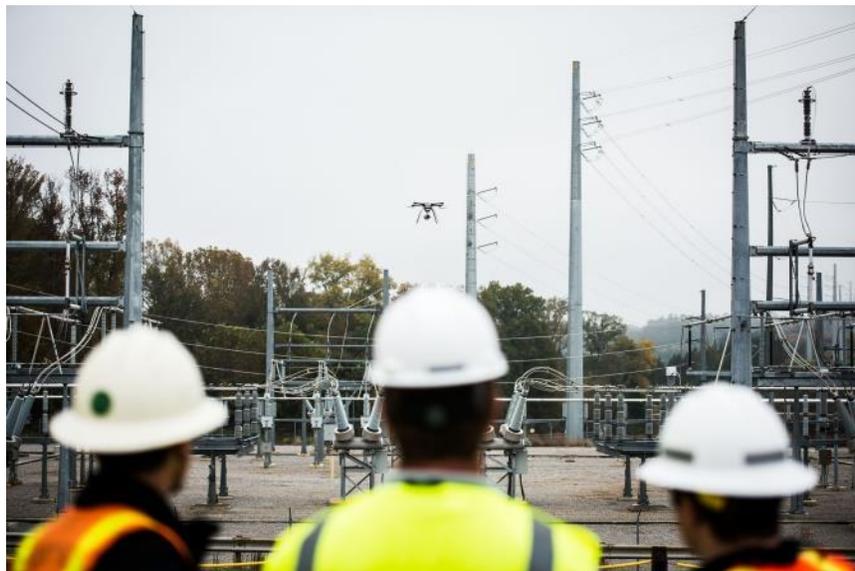
appearance thereof. Payments and financial transactions involving the Company must be authorized, recorded, and processed according to generally accepted accounting principles and established internal financial control procedures.

4.6.2. Receipts

All receipts and disbursements must be documented and supported. Payments due to the Company must be made directly to the Company and payments due to others must be made directly to the person or entity providing goods or services to the Company. Company funds may not be used for any unlawful or unethical purpose. No undisclosed or unrecorded Company account may be established for any purpose.

4.6.3. Employee Responsibility Regarding Bribes, Kickbacks and Other Unlawful Payments

- Employees must never offer, make, or receive a bribe or kickback or use a third party to do so.
- Bribes and kickbacks are not limited to cash payments. Anything of value, such as jewelry or a job offer, given to improperly influence a procurement decision can constitute an illegal payment.
- Business records must be properly maintained and must not be misstated in order to cover up an illegal payment.



4.7. International Activities

All Employees must apply the same high standards of business and personal ethics in all countries in which ITC does business. Thus, even though governmental philosophies, customs, and standards of conduct may differ among countries, honesty, integrity, and fairness must always serve as the foundation of ITC's business dealings throughout the world. In countries where common trading or negotiating practices are based on less stringent standards of conduct than ITC customarily follows, Company Employees should continue to follow the more stringent Code. If the applicable law in a foreign country is more stringent than the law in the United States, the foreign law must be followed, unless complying with the foreign law will result in a violation of United States law. In the event that an Employee is uncertain of the applicable law, please contact the Legal Department for advice.

4.7.1. Employee Responsibilities for International Activities

- Employees shall apply the same high standards of business conduct throughout the world.
- Employees shall comply with the applicable local and national laws of the country in which they are doing business, unless such compliance violates United States law.

4.8. Gifts, Gratuities, and Entertainment

It is important that ITC Employees decline any gifts if the acceptance thereof would raise even the slightest suggestion of improper influence. More specifically, except for the items listed below, ITC Employees and family, relatives, next-of-kin, life partners, or persons with whom an Employee has a close relationship may not accept gifts, gratuities, or entertainment. This would include the acceptance of free travel or lodging.

If an Employee is offered or receives a gift which falls outside these guidelines, the gift should be declined or returned in a tactful manner.

Situations may arise when it would be appropriate for an Employee to accept the benefit of another's expenditure. Such situations include:

- An Employee may accept gifts of small intrinsic value to a maximum value of one hundred dollars (US \$100.00) or less for a calendar year;
- An Employee may keep a gift/prize if it is offered to attendees at a conference, seminar, or trade show;
- An Employee may accept plaques or similar recognition awards;
- An Employee may accept gifts of social entertainment when the host or the beneficiary of the event is ITC;
- An Employee may, with the approval of his or her Supervisor, Manager, or Department Head, accept a gift of social entertainment (e.g., tickets to attend a cultural or sports event) from a contractor or potential contractor when it does not obligate the Employee;
- An Employee may, with the approval of his or her Supervisor, Manager, or Department Head, accept an invitation from a contractor or potential contractor to attend an educational seminar where the event presents educational value to the Employee. The frequency of such acceptances should be considered to avoid appearances of conflict of interest or commitment; and
- An Employee may attend luncheons, dinners, or business organization meetings with outside company representatives, which have been discussed with and approved in advance by the Employee's Supervisor, Manager, or Department Head and provided that Employee uses caution with respect to the frequency of these associations.

The guidelines set forth above with respect to receiving gifts; gratuities, travel, and entertainment apply equally to the offering or giving of such items by ITC Employee to others. Thus, Employee may provide or pay for reasonable and customary meal, refreshment, and entertainment expenses of clients and suppliers unless prohibited by (a) applicable law, rule, or regulation, or (b) the policies of the client. Travel and/or lodging expenses of clients and/or suppliers may be provided only with the prior approval of the President. Various government regulations set forth restrictions and/or prohibitions applying to the use of business courtesies with government officials and employees. All Company Employees must adhere to these requirements when dealing with Government officials.

4.9. Employee Responsibilities for Gifts and Entertainment

- Employees must exercise good judgment in offering and accepting gifts, travel, and/or entertainment. Excessive use of such items can be viewed as an illegal bribe or kickback.
- Employee must respect the limitations and/or prohibitions on such items established by or applicable to
- ITC's clients, vendors, or government employees.

- An Employee shall report to the Employee's Supervisor, Manager, or Department Head any potential bequest in excess of one hundred dollars (\$100) to the Employee under the Will or Trust of a customer, vendor or supplier of ITC unless the customer, vendor, or supplier is a member of the Employee's immediate family. Bequests in excess of one hundred dollars (\$100) shall be subject to a waiver from the Employee's immediate Supervisor, Manager, or Department Head.

4.10. Accuracy of Books, Records, and Representations

ITC books and records must accurately and fairly reflect all transactions. ITC maintains a system of internal accounting controls to ensure that: assets are safeguarded; transactions conform to management's authorizations; and accounting records are accurate and comply with all applicable laws. Employees may not record entries that intentionally conceal or disguise the true nature of a transaction. All books, records, accounts, invoices, and expense reports must be completed in an accurate and timely manner and must be kept in reasonable detail, which accurately and fairly reflect the transactions and dispositions of the Company's assets.

No cost may be charged to a client if that cost is not allowed by regulation or contract. Furthermore, Employees are prohibited from circumventing any ITC policies and procedures.

4.10.1. Expense Reports

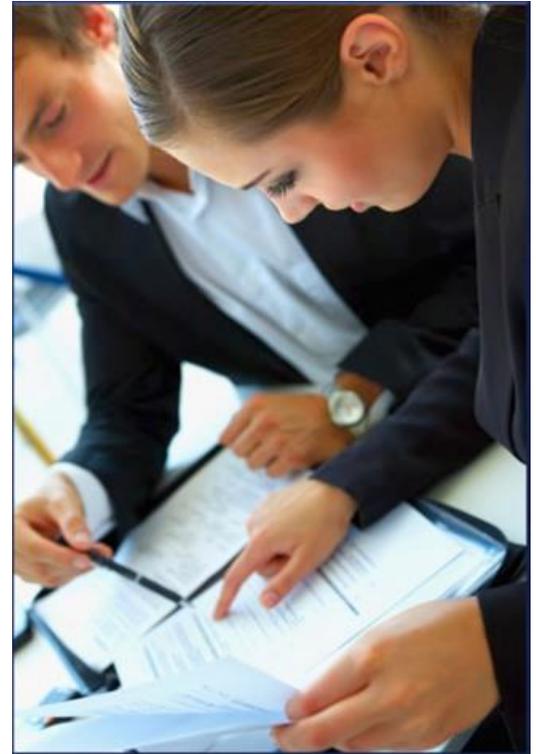
Employee's signature on his or her expense report is verification that the information contained on these documents is a true representation of the hours worked, the expenses incurred, and the accounts for which those hours and expenses were incurred.

4.10.2. False or Misleading Statements

In dealing with actual or potential clients, suppliers, and subcontractors, Employee must be accurate and complete in all representations, giving no false or misleading statements. Employees shall not organize information in a way that is intended to mislead or misinform those who receive it. Employees must enter and maintain current, accurate, and complete cost and pricing data. With respect to government clients and reports filed with government agencies, the submission of a proposal, quotation, status report, financial report, or other document that is false, incomplete, or misleading can result in civil and/or criminal liability for the Company, the involved Employee, and the Supervisors, Managers, and/or Department Heads who permit such practices.

4.10.3. Employee Responsibilities for Accuracy of Books, Etc.

- Employees must not alter, destroy, conceal, or falsify records. Any attempts to do so may be classified as obstruction of justice.
- Employees must not make an inaccurate, false, or misleading entry in Company books.
- Employees must not make inaccurate, false, or misleading statements to other Employees, to government officials, or to third parties doing business with us.
- Employees must accurately complete all expense reports.



- If an Employee participates in the preparation of financial reports, he or she must know and follow ITC accounting policies and internal control procedures.
- Employees must immediately report any inaccurate, false, or misleading records.
- Any and all disbursements of funds and all receipts must be properly and promptly recorded.
- No undisclosed or unrecorded fund may be established by an Employee for any purpose.

Employees who file time cards or the equivalent must do so in a complete, accurate, and timely manner. Employees performing on United States Government contracts must ensure that hours worked and costs incurred were completely accurate. No cost may be charged or allocated to a United States Government contract if the cost is improper or unallowable by regulation or contract provision.

4.11. Proper Use of Corporate Assets

ITC provides its Employees with many resources to carry out their work assignments. Such resources must be used in an ethical and responsible manner. Employees may not appropriate or divert Company or client monies, property, equipment, or Employee services for their own personal benefit. The unauthorized removal of material, equipment, or supplies belonging to the Company or a client is theft. This applies equally to property such as furnishings, equipment, and supplies, as well as to property that is created or obtained by the Company for its exclusive use such as client lists, files, reference materials and reports, computer software, data processing systems, and data bases. Neither originals nor copies may be removed from the Company's premises or used for purposes other than the Company's business without the Company's authorization.

4.11.1. Intellectual Property

Many laws in both the United States and foreign countries protect the valuable intellectual property rights of companies and individuals. ITC's intellectual property rights, such as patents, copyrights, and trademarks, are extremely valuable assets. Employees may not assign, sell, license, or otherwise contract away ITC's intellectual property rights without the approval of the President. Further, ITC Employees must exercise care to avoid infringing on the intellectual property rights of suppliers, competitors, and others.

4.11.2. Information Assets

The integrity of the computer programs and data that comprise the information assets of the Company must not be compromised. Care in line with ITC's Internet, Email Usage Policies, Social Media Policy, and this Code must be exercised to protect against intentional or unintentional corruption or disclosure outside of the Company.

4.11.3. License Restrictions

When ITC acquires property that is subject to limitations on its use, such as license restrictions, ITC must comply with those limitations. For example, it is improper to photocopy a trade newsletter/ journal "cover to cover" or make or install unlicensed copies of computer software.

4.11.4. Employee Responsibilities on the Proper Use of Corporate Assets

- Employees must not misuse the property of the Company or its clients or permit others to do so.
- Employees must not retain Company or client property upon termination of their employment.

- Employees must exercise care in using the Company's computer systems in accordance with ITC policies and procedures.
- Employees must comply with the limitations applicable to photocopying copyrighted materials and installing software on Company computers.

4.12. Conduct with Competitors

ITC Employees must not participate in discussions which might lead to agreements or understandings in violation of antitrust laws such as: price, sale conditions, or division of markets. During contact with competitors, ITC Employees shall not discuss internal matters with competitors.

4.12.1. Disparagement of Competitors; Marketing

It is ITC's Policy to (a) emphasize the quality of the Company's services and products and (b) abstain from making disparaging comments or casting doubt on competitors or its services and products. ITC competes vigorously and effectively, but fairly. If statements, oral or written, are made concerning a competitor or its services or products, they must be fair and factual.

4.12.2. Employee Responsibilities Regarding Disparagement and Marketing

- Employees must not make comments about a competitor's character or business practices.
- Employees must sell on the basis of ITC's capabilities and not on the basis of a competitor's deficiencies.
- Employees must not make any statement about the specifications, quality, utility, or value of a competitor's service or product unless the statement is based on the competitor's current published information or other factual data.

4.12.3. Gathering Intelligence on Competitors

In the normal course of business, it is not unusual to acquire information about other organizations, including ITC's competitors. The Company collects information on competitors from a variety of legitimate sources to evaluate the relative merits of ITC's own services, products, and marketing methods. These activities are proper and necessary in a competitive system.



However, there are limits to the ways that information should be acquired and used, especially information about competitors. Such information should be gathered and used only when there is a sound and reasonable belief that both the collection and use of such information is lawful. During procurement activities, ITC Employees must not improperly solicit, obtain, or accept, directly or indirectly, from any officer or employee of a client, (a) any confidential information submitted to the client by one of ITC's competitors or (b) any confidential (government) service-selection information.

4.12.4. Employee Responsibilities on Intelligence Gathering

- Employees must not use improper means to acquire a competitor's trade secrets or other confidential information.

- Employees must not hire a competitor's personnel for the purpose of obtaining confidential information.
- Employees must pay attention to market trends and marketing activities of competitors.

4.13. Protecting Proprietary, Confidential, and Classified Information

Companies, vendors, independent contractors, and the like must be able to interact with ITC knowing the content of their communications and records will be kept confidential and private when appropriate. ITC has the duty to ensure that the confidential and proprietary information is protected and that information which ITC discloses is accurate.

All internal ITC documents and Company information is the property of ITC. Such information includes, but is not limited to, strategic business plans, operating results, marketing strategies, client lists, Employee records, blueprints, upcoming acquisitions, divestitures, operating costs, processes, and methods.

Such information remains the Company's property even after an Employee leaves the Company and, therefore, may not be disclosed to a new employer or others. Please note this does not include information expressly created for the purpose of public dissemination. All internal ITC documents and Company information are the property of ITC.

Employees are expected to protect any proprietary information they learned or obtained from prior employment by other companies. Employees must neither use such information on the job at ITC nor disclose it to ITC Employees for any purpose.

Likewise, ITC Employees are prohibited from using or disclosing any information that is proprietary to a client, supplier, or subcontractor without the express permission of that client, supplier, or subcontractor, and their Supervisor, Manager, and/or Department Head.

If an Employee knows or has reason to believe that confidential information was wrongfully obtained from the owner of the information or was obtained from a third party who was under a confidentiality obligation to the owner, the Employee is prohibited from using the information. This restriction applies to information utilized in subsequent presentations to other clients, professional conferences, news articles, advertisements, and media interviews.

ITC Employees must not contact the media or industry analysts on their own initiative. Any contact with such persons must be authorized by ITC in accordance with the Company's Responding to Media Procedure.

However, listing a project ITC completed for one of its clients in a proposal submitted to another client as an illustration of the Company's professional achievement, is permissible unless specifically prohibited by the agreement with the first client.

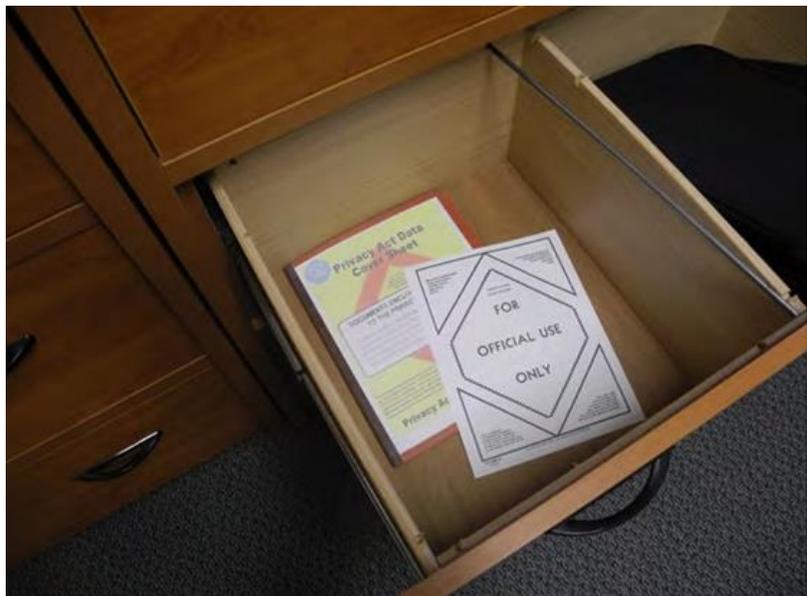
4.13.1. Employee Responsibilities for Protecting Information

- Employees must not disclose proprietary or confidential information to anyone who does not have a right to have access to it. Employees must use secure means of communication when discussing or transmitting sensitive information.
- Employees must carefully safeguard proprietary or confidential information. By ensuring this information remains private, the Employee helps ITC maintain its competitive advantage.

- Employees must not permit the taking of videos or still photography in sensitive areas of a facility without the approval of local management and the Human Resources Department.
- Employees must label sensitive and proprietary information as “Confidential” and keep it in secure offices or cabinets when not in use.
- Conference papers, journal articles, and similar publications about ITC must be prescreened by the Employee’s Supervisor, Manager, and/or Department Head or the Legal Department before public dissemination.



- Employees must take adequate precautions to protect computer passwords and room access codes.
- Employees must properly destroy proprietary and confidential documents ready for purging.
- Employees must exercise caution in divulging information to joint venture or teaming partners about the Company's business, technical, financial, or Employee matters not directly related to the performance of the assignment. Employees shall enter into appropriate non-disclosure agreements and confidentiality agreements, when necessary.
- Employees must not obtain classified government information unless they have appropriate and valid security clearance to do so. Employees must fully comply with all regulations governing access to such information.



- ITC Employee files containing personal data are confidential. Such information is only authorized on a “need to know” basis, or pursuant to lawful process. Such information should not be disclosed to third parties except as expressly permitted by an ITC executive or policy or if ITC becomes legally ordered to do so. Written acknowledgement and agreement to maintain the duty of confidentiality is likely required.
- Medical records are protected under federal HIPAA laws and other privacy laws and may be disclosed or used only in accordance with applicable laws and regulations or through a legally compliant waiver/authorization.

- These restrictions apply regardless of whether the information is in written, electronic, verbal form or is simply known to an Employee.

4.14. Retention and Use of Third Parties

There are legitimate and appropriate reasons to retain and utilize consultants in connection with the process of pursuing new business opportunities. However, consultants are never to be used to engage in activities that violate ITC policies or procedures. The Company will employ only reputable, qualified individuals, or firms as agents, representatives, and consultants. The Company will not hire or otherwise employ a consultant, agent, or other person whose employment or retention by the Company either is barred by applicable law or creates an actual or apparent conflict of interest. For example, the Company will not retain a person who is currently or was previously an employee or official of any government or agency thereof if such retention by the Company is prohibited by applicable law or would create an actual or apparent conflict of interest.

4.14.1. Commission and Fees

Subcontracting, commission or fee arrangements shall be made only under written agreement and only with firms or persons serving as bona fide commercial sales representatives, agents, or consultants. All such arrangements must comply with Company policy and applicable laws. Such arrangements must make the consultant (or other outside subcontractor and vendor) aware of ITC commitment to ethical and legal conduct and such agreements should require that such firms and persons will conduct their activities consistent with this Code. All consultants, subcontractors, and vendors must agree to comply with all applicable laws. Any commission or fee for assistance in securing orders or for services must be reasonable and consistent with sound ethical principles, the accepted and customary practices in the industry, the products involved, and the services to be rendered.



4.14.2. Government Officials

Vendor and consultant arrangements involving contingent or success fees, lobbying, business/project development, and all agreements involving the retention or employment of a person who also is or will be an employee or official of any government or agency, must be approved in writing by ITC executives. All agreements documenting such arrangements must be reviewed and approved in writing and in advance by ITC's Legal Department.

4.14.3. Outside Attorneys

No lawyers may be employed or retained by the Company without the prior approval of the President.

4.14.4. Employee Responsibilities for the Retention and Use of Third Parties

Employee must never retain or use a third party to:

- Pay or receive bribes or kickbacks;
- Make political campaign contributions;
- Engage in industrial espionage or wrongfully obtain the confidential and proprietary data of a third party;

- Obtain inside information that would give ITC an unfair competitive advantage in a government procurement;
- Circumvent or evade applicable laws;
- Engage in a relationship with another agent, vendor, or business to fix prices, engage in reciprocal purchasing arrangements, or to otherwise engage in collusion to violate, circumvent, or evade provisions of antitrust laws; or
- Take part in any other activity from which the Company, or any Employee, would be prohibited by this Code or other Company policies and procedures.

Employees must ensure that all commission and fee arrangements with third parties are reasonable and in writing. Employees must obtain approval from their Supervisor, Manager, or Department Head before retaining a third party who will receive a contingent or success fee, who will engage in lobbying or business development activities, or who also is or will be a government employee at the same time.

Employees must ensure that all commission and fee arrangements with third parties are reasonable and in writing. Employees must obtain approval from their Supervisor,

Manager or Department Head before retaining a third party who will receive a contingent or success fee, who will engage in lobbying or business development activities, or who also is or will be a government employee at the same time.

4.15. Conduct with Customers

ITC is committed to responsive Company citizenship. ITC and its Employees shall conduct themselves in a moral, ethical, and mutually beneficial manner in all aspects of the business. ITC Employees must consult with the Legal Department before entering into any arrangement, agreement or contract, oral or written. Approved documents must be signed by ITC Employees in accordance with ITC Contract Approval Authority Policy. All contract changes, modifications, amendments, supplements, terminations, and the like must be approved by ITC's Legal Department.

It is unlawful to agree with a customer, vendor, competitor, agency, or independent contractor of ITC not to conduct business with any other customer, vendor, competitor, agency, or independent contractor. ITC Employees must consult with the Legal Department before entering into exclusive Teaming Arrangements.

4.16. Relations

ITC's outside subcontractors and vendors are a very important resource, making significant contributions to ITC's success, and should be treated with courtesy and fairness at all times. ITC Employees are to be governed by sound judgment and absolute integrity. ITC Employees shall always uphold the Company's goodwill, interests, and reputation. In order for ITC to create an incentive for third parties to work with the Company, subcontractors and vendors must be confident ITC will treat them lawfully. If ITC is not authorized to legally do something directly, it will not do it indirectly through agents, consultants, or other third parties. ITC should weigh all the facts impartially and make sure Employees comply with all the requirements of United States federal and state law.

4.16.1. Subcontractor and Vendor Selection

The selection of subcontractors and vendors must be on the basis of objective criteria, such as quality, technical excellence, cost/price, schedule/delivery, services, and maintenance of adequate sources of supply.

4.16.2. Procurement Decisions

If an Employee is in a position to make or influence procurement decisions, subcontractors and vendors may try to influence the Employee to give unfair preference to their materials or services. The Employee must always base his or her buying decisions on quality, delivery, service, and price based on market conditions, in order to obtain the best value for the Company and/or client of ITC.

4.16.3. Employee Responsibilities Regarding Relations with Subcontractors and Vendors

- Employees must use objective criteria in selecting subcontractors and vendors.
- Employees must not accept business courtesies from a subcontractor and vendor if doing so will create the appearance of impropriety or favoritism.
- All contracts, including commission and consulting contracts, shall be in writing.
- Only remunerated and lawful payments shall be accepted.

4.17. Relations with Governments and Agencies

4.17.1. Relations

ITC is committed to obtaining and maintaining good, long lasting relationships with the governments of countries in which the Company operates. ITC Employees are held to the highest ethical standards, regardless of the Client, but this is especially important when working with government customers at all levels of the organization.

ITC Employees shall strictly adhere to and be knowledgeable of the government's requirements. Requests by government representatives or agencies for information pertaining to the Company must be referred to ITC's Legal Department except for requests that are directly related to a contract that ITC is seeking to be awarded from or are performing for the requesting agency, are part of normal financial audits associated with the performance of a government contract, or are seeking assistance with respect to non-proprietary technical, operational, or scientific issues of a general nature.

4.17.2. Contact with Regulatory Agencies

If an Employee's day-to-day responsibilities do not include contact with regulatory agencies, the Employee must not, on behalf of the Company, contact or respond to inquiries from such agencies without first consulting with his or her Supervisor, Manager, and/or Department Head, or the Legal Department.



4.17.3. Cooperation with Inspections

It is ITC's policy to cooperate fully with all authorized regulatory inspections, investigations, and examinations. In the event an Employee is contacted by a government official with respect to such matters, the Supervisor, Manager, and/or Department Head, or the Legal Department Personnel must be immediately contacted for guidance.

4.17.4. Employee Responsibilities Regarding Relations with Governments and Agencies

An Employee shall immediately notify a Supervisor, Manager, and/or Department Head, or the Legal Department if he or she has been contacted by a government representative with respect to Company business, except in those situations noted in this section of the Code.

Employees must seek clearance from ITC's Legal Department prior to releasing any Company information to government, except in those situations noted in this section of the Code.

Employees must always be truthful and accurate in all statements made and reports submitted to government, on behalf of the Company.

4.17.5. Relations with the U.S. Government

The United States Government is very important to ITC and the success of the Company. ITC values the United States Government as a client. ITC requires its Employees to deal with the United States Government fairly and honestly and to comply with any and all disclosure requirements when pricing and negotiating contracts and sub-contracts, including, but not limited to, Federal Acquisition Regulations ("FAR") clause 52.203-13. Specific laws and regulations must be abided by when Employees are working with the United States Government, including, but not limited to:

- Foreign Corrupt Practices Act ("FCPA");
- International Traffic in Arms Regulations ("ITAR");
- Export Administration Regulations ("EAR");
- Federal Acquisition Regulation ("FAR") and Defense Federal Acquisition Regulation Supplement (DFARS);
- Classified Information
- Security Clearance
- Truth in Negotiation Act
- Executive Orders
- The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act ("USA PATRIOT Act" or "Patriot Act"); and
- Cost Accounting Standards ("CAS").

ITC must be prepared to disclose information, cost, and data in contracts with the United States Government and to prepare and keep the appropriate records in accordance with the Government Cost Accounting Standards and the United States Government Regulations. Any and all false disclosures, whether written or verbal, are subject to United States Government review. Such disclosures are prohibited as it may expose ITC and the responsible Employee to possible criminal and civil liability.

4.17.6. Relations with Foreign Government

ITC is committed to obeying all United States and foreign laws of the countries in which the Company is conducting business. ITC and its Employees shall abide by and honor the FCPA, which prohibits ITC and/or any Employee from giving money or items of value to any foreign official to influence any official acts or decisions, or to induce an individual to use his or her influence to affect any act or decision of the foreign government or one of its agencies. Providing money or items of value to any person or firm, if it is believed that it will be passed on to a government official, is also prohibited.

ITC also prohibits Employees from entering into agreements which violate international trade practices and/or United States' anti-boycott laws. ITC Employees must gain knowledge and are charged with complying with the applicable laws and regulations regarding exports and imports.

4.18. Respect for Local Laws and Regulations

As discussed, ITC applies high standards of ethics and business conduct in every country in which it operates and in every business relationship or affiliation both stateside and around the world. In ITC's active pursuit of international business in an increasingly global economy, the Company will be guided both by the laws and regulations of the United States and the laws and regulations of the countries within which it does business.

Therefore, ITC will be subject to different laws and regulations and thus will do business somewhat differently from country to country. Even in the eye of conflict, ITC is committed to doing business ethically and within the law.

4.19. Political Contributions and Political Activities

4.19.1. Personal Contributions

Employees are encouraged to be part of the political process, including making contributions to candidates and causes they consider important. However, personal contributions to candidates and causes must never be made in the name of the Company. Indirect expenditures, such as use of telephones or other Company equipment may be considered contributions.

Furthermore, when an Employee speaks on public issues, the Employee must make it clear that comments or statements made are those of the individual and not ITC.

Moreover, Employees are expressly prohibited from stating, suggesting, or implying that the Company has endorsed, supported, or encouraged a candidate or cause. Again, Employees must also avoid creating an apparent or actual conflict of interest with respect to their duties to the Company. In no event may an Employee be reimbursed by the Company in any manner for political activities, donations, or contributions.

4.19.2. Use of Company Funds for Political Purposes

Employees must not use Company funds to make contributions to any United States political candidate for federal office or to any political party for the purpose of supporting candidates for federal office. Use of Company funds for local, state, or federal political parties or candidates where not prohibited or restricted by applicable law, requires a written request and the prior written approval of the President.

4.19.3. Political Actions on Behalf of the Company

No Employee acting on behalf of the Company shall make any direct or indirect unlawful contributions to any political candidate or political party. This includes contributions in the form of cash, goods, services, loans, property, or the use of Company facilities. All Company contributions will be paid only by Company check.

4.19.4. Employee Responsibilities Regarding Political Contributions/Activities

- Employees must not conduct political activities on Company time, or use Company property or equipment for such purposes.
- Employees shall obey restrictions imposed by applicable law upon corporate participation in politics.

Employees are to make clear that the political views expressed are their own and not those of the Company.

4.19.5. Holding Office and Accepting Appointments

Employees are encouraged to participate in organizations that are involved in charitable, educational, or community activities. No approval is needed from ITC. Employees are also encouraged to participate in civic and political activities. An Employee may hold a part-time elective or appointive office provided the Employee receives the written approval of the Employee's Supervisor, Manager, and/or Department Head and provides the Employee's Supervisor, Manager, and/or Department Head with full disclosure concerning the time involved and the compensation, if any, to be received.

When an Employee seeks a political office, the Employee must obtain an opinion from the political entity's legal counsel stating that the Employee's candidacy is not prohibited and that the Employee's election or appointment will not bar the political entity from doing business with ITC.

4.20. Lobbying Restrictions

Federal law prohibits ITC from using federal funds to influence or attempt to influence executive agencies or member of Congress in connection with: (1) awarding a federal contract; or (2) the extension, renewal, or modification of a federal contract.

Federal law also requires ITC to disclose lobbying contacts. Therefore, Employees must obtain approval of the Legal Department to: (1) if ever authorized, make a political contribution with ITC funds; or (2) use ITC property, services, or other assets for political purposes.

4.21. Regulatory Policies

From time to time, the Company may decide to influence the development of legislation or regulation pertaining to matters that are of concern to the business community in general or the Company in particular. Such activities may take the form of communications directly with legislators, governmental agencies, the executive branch, and the general public, or indirectly through trade or industry organizations. All such activities require the prior written approval of the President, require the prior review of ITC's Legal Department of any arrangement with third parties to engage in such activities, and must comply with the immediately preceding Code section and all applicable laws governing lobbying activities.

4.21.1. Employee Responsibilities Regarding Regulatory Policies

- Employees must obey restrictions imposed by applicable law upon lobbying.
- Employees must obtain the required approval before engaging in lobbying.

4.22. Relations with Media

While ITC strives for openness and honesty, it must also protect the privacy of Company Employees and clients, and the confidentiality of business relationships and strategies. Any inappropriate comments could undermine ITC's market advantage or breach a confidentiality agreement with a client or other party. All information for the media should come only from Company public relations professionals or other authorized representatives of the Company.

4.22.1. Employee Responsibilities Regarding Relations with Media

If an Employee is contacted by media he or she should find out who is contacting him or her, where the media person is contacting him or her from and indicate he or she is not the right

person to speak with. The Employee should promptly contact his or her Supervisor, Manager, and/or Department Head or the Legal Department.

This section shall not be interpreted to prevent, forbid or inhibit Employees from discussing work with union representatives, lawyers, or board agents.

4.23. Reporting Code of Conduct and Ethics Violations

All Employees and, to the extent legally and contractually feasible, all people working on behalf of the organization must comply with all standards and principles contained or referenced, directly or indirectly, in this Code together with all ITC policies, procedures, and guidelines. Any violations or potential violations, to include knowledge of human rights abuses, should be reported to a Supervisor, Manager, and/or Department Head, or to the Legal or Human Resources Department.



Violations or potential violations are to be reported promptly. Self-policing is encouraged. Employees, people working on behalf of ITC, and former Employees are expected to cooperate in any legal or regulatory investigation of violations, suspected violations, and compliance review.

It is a serious violation for any Employee or any person working on behalf of ITC to knowingly raise a false allegation and/or initiate or encourage reprisal action against any person who, in good faith, reports known or potential violations. Such false reporting can lead to disciplinary action up to and including termination of employment and if warranted, the initiation of legal proceedings.

ITC's Legal or Human Resources Department will promptly investigate any reported matter and will take appropriate corrective and/or disciplinary action. Violations of the law, this Code, or other Company policies, procedures, standards, instructions, memorandums, practices, or the like can lead to disciplinary action up to and including termination of employment and if warranted, the initiation of legal proceedings. ITC may refer the matter to appropriate law enforcement agencies for:

- Failing to adhere to this Code;
- Ignoring and not reporting violations of the
- Code by others;
- Refusing to cooperate with the Company during an investigation into an alleged violation of the Code; or engaging in retaliatory behavior.

Disciplinary action may also be taken against Supervisors, Managers, Department Heads, or Executives who condone, permit, or fail to take appropriate preventative, corrective, or other action against illegal, unethical, or other improper conduct. An Employee and person working on behalf of ITC who is convicted of a crime, including a crime involving dishonesty or a breach of trust, or a crime classified as a felony, must immediately report the event to the Employee's Supervisor, Manager, and/or Department Head, or the Legal or Human Resources Department.

5. Conclusion:

In summary, ITC expects all Employees, people working on its behalf, and third parties to conduct themselves with integrity, honesty, fairness, and the highest ethical behaviors. ITC also

expects all Employees, people working on behalf of ITC, and third parties to conduct their business dealings in accordance with the letter and spirit of all laws and to refrain from any form of illegal or unethical conduct. This Code does not create an implied or express contract of employment between ITC and any Employee.

6. Suggestions:

Employees are encouraged to share their constructive and valuable suggestions, ideas, or thoughts for improving the Code. Employees may submit suggestions to their Supervisors, Department Head, Managers, or Officers of the Company. Additionally, a Suggestions Box is located in the Executive Suite by the copy and fax machines. Further, employees can submit suggestions through ITC's Intranet by clicking on the "Suggestion Form" tab at the top of the home page, completing the form, and pressing submit. Suggestions may be signed physical or electronically, or may be submitted anonymous.

7. Modification:

ITC retains the sole right to modify this Code at any time. This Code shall supersede and replace any and all other codes, policies, procedures, guidelines, memorandums, verbal representations, and the like to the extent they are inconsistent.