



Code of Conduct and Business Ethics

Issue Date: 04.14.2006
Effective Date: 04.01.2008
Revision: 001



Letter from the Chief Executive Officer

April 2006

Triple Canopy Colleague:

Enclosed is a copy of Triple Canopy's new Code of Ethics and Business Conduct. This Code is intended to inform all employees of the Company's expectations and of employees' legal and ethical responsibilities and obligations. Triple Canopy strives to apply the highest ethical, moral and legal principles in every aspect of business conduct.

At its core, the Code of Ethics and Business Conduct expresses the fundamental values that must drive our behavior. Living by a set of core values guides the way we treat each other and how we make business decisions. These shared values are vital to earning and maintaining respect from our co-workers, customers, stakeholders, government officials and the public at large. We regard the quality of the services we provide our customers and our integrity in business dealings among our most valuable assets. Remember, every Triple Canopy employee holds the company reputation in their hands.

Although some of the guidance included in this Code of Ethics and Business Conduct may not apply directly to you, I ask that you read the entire booklet and sign the acknowledgement form in the back. This confirms that you have read and understand this Code of Ethics and Business Conduct and agree to abide by its terms, as they apply to you.

Thank you for your part in maintaining our role as a Company committed to the highest standards of legal, moral, and ethical behavior.

Sincerely,

Lee VanArsdale
Chief Executive Officer

TABLE OF CONTENTS

INTRODUCTION	4
Part 1.0: TRIPLE CANOPY CANON OF BUSINESS ETHICS	5
Part 2.0: TRIPLE CANOPY COMPLIANCE PROGRAM AND CODE OF CONDUCT	
2.1 Overview of Triple Canopy’s Compliance Program	7
2.2 The Company’s Compliance Organization	7
2.3 The Code of Business Conduct	8
2.4 Raising Questions of Reporting Concerns	8
2.5 Compliance is Everyone’s Responsibility	9
Part 3.0: CONDUCT INVOLVING OUR FELLOW EMPLOYEES	
3.1 Respect For Your Fellow Employees	10
3.2 Equality and Fair Treatment	10
3.3 Harassment	10
3.4 Employee Privacy	11
3.5 Workplace Safety	11
Part 4.0: CONDUCT INVOLVING OUR BUSINESS PARTNERS	
4.1 Fair Competition and Antitrust Requirements	12
4.2 Gathering and Using Competitive Information	12
4.3 Dealing with Vendors & Suppliers	13
4.4 Relationships and Conflicts of Interest	14
4.5 Gifts and Entertainment	14
Part 5.0: CONDUCT INVOLVING OUR BUSINESS WITH THE U.S. GOVERNMENT	
5.1 How to Recognize When These Special Rules Apply	16
5.2 Special Rules Applicable to U.S. Government Contracts	16
Part 6.0: CONDUCT INVOLVING OUR BUSINESS RESOURCES	
6.1 Accuracy of Books, Records and Financial Reporting	20
6.2 Intellectual Property	20
6.3 Responsible Use of Company Resources and Assets	21
6.4 Document and Records Management	22
6.5 Insider Trading	22
6.6 Marketing and Advertising Materials	22
Part 7.0: CONDUCT INVOLVING OUR BUSINESS COMMUNITIES	
7.1 Environmental and Workplace Safety Policy	23
7.2 Political Contributions and Public Service Involvement	23
7.3 U.S. Foreign Corrupt Practices Act	23
7.4 Export Controls Requirements	24
7.5 International Business	25
Part 8.0: DISTRIBUTION OF CODE OF ETHICS AND BUSINESS CONDUCT AND THE EMPLOYEE ACKNOWLEDGEMENT FORM	26

INTRODUCTION

Welcome to the Triple Canopy Code of Ethics and Business Conduct (the “Code”). This document is intended to give you an overview and basic understanding of the obligations and responsibilities each of you have as employees of the Company. These responsibilities and obligations arise from the Company’s legal obligations, as well as the ethical and moral responsibilities that have helped define Triple Canopy as a premier security solutions provider – a Company that conducts itself according to the highest principles and standards.

The purpose in adopting this Code and providing it to all employees is twofold. First, it is important that all employees understand what is expected of them, and how to identify and resolve any issues that arise that affect the Company or its business activities. Second, as a contractor to the U.S. Government, the Company is required to institute a Compliance Program that ensures that the Company follows all applicable laws and regulations that accompany doing business with the U.S. Government. By adopting this Code, the Company ensures that, as it grows, it can maintain the legal, ethical, and moral business conduct that has given the Company its outstanding reputation within the security industry.

The Code of Ethics and Business Conduct consists of two distinct parts. The first part is the Company’s Canon of Business Ethics (the “Canon”), which is addressed in Part 1.0. The second part is the Company’s Code of Business Conduct (the “Code of Conduct”), which is addressed in Parts 2.0-7.0. The final section, Part 8.0, discusses the distribution of the Code and the Employee Acknowledge Form. Each of these parts is explained and discussed in more detail in the sections that follow.

The Code of Ethics and Business Conduct will be made available to all Company employees, consultants, and agents. In addition, Triple Canopy consultants and agents will be bound by the Code through written agreements. All Employees, consultants, and agents will be expected to acknowledge that they have read the Code, and Company managers and supervisors will be required to annually certify that they have discussed the Code with employees during performance evaluations.

Part 1.0: CANON OF BUSINESS ETHICS

The Triple Canopy Canon of Business Ethics defines the basic ethical framework for all of the Company's operations, and it incorporates the cornerstone of the Company's business philosophy: conducting our operations in a legal, ethical, and moral manner. Unlike the Code of Conduct (in Parts 2.0-7.0 below), the Canon is not intended to be a set of specific rules and responsibilities, that is the reason for the Code of Conduct. Each employee, however, should be familiar with the Canon and let it guide them in making decisions that affect the Company, its operations, and its reputation on a daily basis.

TRIPLE CANOPY CANON OF BUSINESS ETHICS

Preamble

Legal, ethical and moral business practice has been the cornerstone of Triple Canopy's philosophy since the Company's inception. We believe that business is best conducted and society best served when business practice is based on the principles of honesty and integrity. This Canon of Business Ethics provides only general ethical guidelines. For specific responsibilities and obligations, employees should consult the Triple Canopy Code of Business Conduct, applicable Company policies, or consult with their supervisor, the Compliance Officer, or the Legal Department.

Canon

Our overarching principle is to **conduct our business in a legal, ethical, and moral manner**. This basic canon consists of three separate obligations:

➤ **Conducting Business in A Legal Manner:**

- ⇒ Comply with all laws relevant to companies that contract with the U.S. Government. The laws related to contracting with the U.S. Government are far-reaching and complex, placing burdens on Triple Canopy that are in addition to those faced by companies without government contracts.
- ⇒ Conduct our business in accordance with the letter and spirit of all other applicable laws and regulations, including applicable local and foreign laws.
- ⇒ Never engage in harassment or discrimination of any kind and especially involving race, color, religion, gender, age, national origin, disability, and veteran or marital status. Any discrimination is unacceptable in our work place environment.
- ⇒ Regard proprietary Company information as a valuable corporate asset, avoid the unauthorized disclosure of the Company's business activities, and respect proprietary information belonging to others.

⇒ Remember that compliance with the law does not comprise our entire ethical responsibility. Rather, it is a minimum, absolutely essential condition for performance of our duties.

➤ **Conducting Business in an Ethical Manner:**

⇒ Maintain the highest standards of professional conduct, both externally and within the Company.

⇒ Avoid misrepresentation, false promises, misleading advertising, or any promotion of our work that might lead to misconception on the part of our customers, potential customers or third parties.

⇒ Conscientiously avoid conflicts of interest and refuse to accept, or offer, any gift, favor, or service in the performance of our duties.

⇒ Maintain respect for all competitors, and seek no unfair advantage by unethical or questionable means.

➤ **Conducting Business in a Moral Manner:**

⇒ For the communities in which we live and work, act as a concerned and responsible neighbor, and reflect all aspects of good citizenship.

⇒ Remember that, when we perform our jobs, we each are an ambassador of the Company and hold the Company's reputation in our hands. Avoid conduct that places that reputation at risk.

⇒ Use sound judgment and discretion in the performance of job duties, and report any conduct or actions that you feel do not meet the requirements of the Company's Canon of Ethics.

If you believe that someone is engaged in activity or conduct contrary to the spirit of the Canon of Business Ethics, report it to your supervisor, the Compliance Officer, or the Legal Department.

Part 2.0: TRIPLE CANOPY COMPLIANCE PROGRAM AND CODE OF BUSINESS CONDUCT

Triple Canopy is committed to maintaining high ethical and legal standards in every aspect of its business conduct in order to comply with the letter and spirit of all U.S. federal, state, and local laws and regulations, foreign laws, and contract obligations to which the Company is subject. Further, it is the objective of the Board of Directors and Company management that Triple Canopy be a leader in fostering a working environment where attention to the “bottom line” is never an excuse for cutting corners or failing to comply with our ethical and legal obligations. Triple Canopy’s reputation for adherence to laws, regulations and its written Code of Conduct is more important than the position or personal advancement of any one officer or employee. Triple Canopy’s continued success depends on the strength of the Company’s efforts to prevent, detect and promptly remedy any actual or suspected misconduct.

2.1 Overview of Triple Canopy’s Compliance Program

Triple Canopy has adopted a Company-wide Corporate Compliance Program (the “Program”) to coordinate, implement and monitor compliance with corporate values; laws and regulations applicable to the Company’s business operations; and Company policies and procedures. Triple Canopy expects its directors, officers and employees to understand and abide by all legal requirements governing the Company’s business and operations. The Company will provide ongoing education and guidance to employees concerning applicable laws and regulations.

Complying with the law, however, is just part of what we must do. We should continually try to avoid even the appearance of impropriety in matters involving legal obligations, the Company’s Code of Ethics and Business Conduct, or other Company policies and procedures.

2.2 The Company’s Compliance Organization

Triple Canopy’s Compliance Program has several components, including a compliance organization. The Corporate Compliance Committee is responsible for ensuring that the Company adopts a Compliance Program that meets the standards for such programs imposed on government contractors, for providing feedback on and assisting in the implementation of ethics and compliance-related policies, and for oversight of the Program.

To carry out the day-to-day operation of the Program, the Company has appointed a Compliance Officer whose duties include responding to questions raised by Company personnel and investigating and addressing reports of misconduct. The Company’s Compliance Officer is the Senior Vice President of Human Resources. The Compliance Officer reports directly to the Chief Executive Officer. Among other duties, the Compliance Officer will be responsible for monitoring the success of the Program; for making changes to the Program as needed, including updates to written policies and procedures from time to time; and for oversight of internal and external audits of Company operations.

Employees are encouraged to contact the Compliance Officer, a supervisor, or the Legal Department concerning questions about the Code, the Company's compliance program or specific issues that may arise.

2.3 The Code of Business Conduct

The Company has adopted this Code of Business Conduct, which applies to all members of the Board of Directors, officers, employees, agents, representatives and consultants working for or on behalf of the Company, including all business units involved in government contracting. The specific parts of the Code of Conduct, addressed in the sections that follow, cover compliance with laws and regulations applicable to the Company's business operations (both Government and non-Government), as well as conduct involving the Company's employees, its business partners, use of its business resources, and the business communities in which the Company works. Depending on your job description and responsibilities, you may be subject to additional and more specific rules covering one or more of the topics discussed in this Code of Conduct.

The Code of Conduct provides guidelines, but cannot cover every situation you may encounter. Should you become aware of, or involved in, a questionable practice, bring it to the attention of your supervisor, the Compliance Helpline, the Company's Compliance Officer, or the Legal Department at any time.

2.4 Raising Questions or Reporting Concerns

The Company has developed an internal reporting system whereby employees can raise questions and report concerns, including suspected violations of the Code of Conduct. In particular, the Company has established a toll-free "**Compliance Helpline**" at **1-866-836-7107** to enable employees, consultants and agents to raise questions or report possible misconduct. The Compliance Helpline is available 24 hours a day, 365 days a year. The Compliance Helpline will be publicized throughout the Company on posters in common working areas, and wallet-sized cards containing relevant Helpline information will be distributed to employees.

Calls will be answered by the Compliance Officer or will transfer to a secure voice mailbox that can be accessed only by the Compliance Officer. Calls can be made anonymously, and every reasonable effort will be made to protect the identity of the caller. *Triple Canopy has a non-retaliation policy that prohibits retaliation against an employee for raising a concern or reporting actual or suspected misconduct in good faith.* Any concerns raised with, or reports made to, the Compliance Officer or to the Compliance Helpline will be reviewed and investigated by the Company promptly, and appropriate remedial measures will be undertaken. Investigations will be conducted in as confidential a manner as possible, depending upon the circumstances presented.

If an employee has a concern about reporting an issue to the Compliance Officer, the employee may take the issue to the Legal Department or to the CEO.

2.5 Compliance Is Everyone's Responsibility

Every Triple Canopy officer, director and employee receiving this Code of Conduct must read it and follow its provisions. Company managers are responsible for ensuring that this Code of Conduct is understood and followed by their subordinates. Compliance with this Code of Conduct will be taken into account in reviewing the performance of all employees.

It is important for you to understand that:

- You are personally responsible for your own conduct in complying with all provisions of this Code of Conduct and for promptly reporting known or suspected violations of this Code of Conduct to the Compliance Helpline, the Compliance Officer, your supervisor, or the Legal Department.
- If you are a supervisor, you are responsible and accountable for ensuring that your employees understand and comply with this Code of Conduct;
- No one in this Company has the authority or right to order, request or influence you to violate this Code of Conduct;
- You will not be excused for violating this Code of Conduct for any reason, even at the request of another person, including your supervisor or Company officers;
- Any retaliation or threat of retaliation against any person for refusing to violate this Code of Conduct or for reporting in good faith a violation or suspected violation of this Code is itself a violation and may be a violation of law;
- Any reported violation of this Code of Conduct will be investigated, and every actual violation will constitute a basis for disciplinary action involving the person violating this Code of Conduct and may result in civil or criminal action against that person; and
- Any employee who acts contrary to this Code of Conduct, or who knowingly gives a false report regarding a violation of this Code of Conduct, may be subject to disciplinary action, up to and including termination of employment.

As part of Triple Canopy's commitment to ethics and compliance, all directors, officers and employees of the Company have a duty to promptly report concerns or any actual or suspected misconduct or violation of this Code of Conduct. Failure to fulfill this duty is a violation of this Code of Conduct and may result in disciplinary measures up to and including dismissal, in appropriate cases. Failure to report actual or suspected misconduct also may expose the Company and its directors, officers and employees to potential criminal and civil penalties and damage the Company's reputation.

Part 3.0: CONDUCT INVOLVING FELLOW EMPLOYEES

3.1 Respect For Your Fellow Employees

The Company believes that the underlying basis for all professional relationships is respect for others. Employees are expected to treat their peers, superiors, or subordinates, as well as customers, suppliers, and others with whom the Company does business, with respect and to not engage in abusive, disrespectful, or insubordinate behavior. Such behavior reflects poorly on the employee and the Company.

3.2 Equality and Fair Treatment

Triple Canopy is firmly committed to the principles of equality of opportunity in employment and human relationships. The Company believes diversity strengthens its work force and enhances its competitiveness. Triple Canopy expects its employees to treat each other with respect and to learn to appreciate other backgrounds and cultures.

Triple Canopy is committed to recruiting, hiring, developing and promoting employees without discrimination on the basis of race, color, religion, gender, age, national origin or ancestry, disability, marital status, veteran status or any other status protected by law not listed here. Fulfillment of our commitment to equal employment opportunity requires action by all employees.

Similarly, business relationships with competitors, suppliers and customers of Triple Canopy must always be conducted free of discrimination based on race, color, religion, gender, age, national origin or ancestry, disability, marital status, veteran status or any other status protected by law not listed here. All Triple Canopy employees are responsible for implementing the Company's policy of non-discrimination.

3.3 Harassment

The Company does not tolerate harassment based race, color, religion, gender, age, national origin or ancestry, disability, marital status, veteran status or any other status protected by law not listed here. Triple Canopy does not tolerate any form of harassment – verbal, physical or visual – by other employees, customers, vendors, agents or other third parties. Harassment is personally offensive, lowers morale and interferes with the ability to work cooperatively. Triple Canopy employees must not engage in any sexual or other harassment of co-workers, competitors, suppliers or customers.

Workplace harassment can take many forms, all of which are unacceptable:

- Offensive jokes, cartoons, pictures, posters, insults, threats and other unwelcome actions or comments about a person's race, color, gender, age, religion, sexual orientation, national origin or ancestry, citizenship, disability, medical condition, marital status,

veteran status, social or economic status, or educational background.

- Verbal, written, graphic or taped material that demeans or shows hostility or aversion towards an individual or group because of race, color, religion, sexual orientation, gender, national origin, age, disability, medical condition, or veteran status and is displayed on our walls, bulletin boards, e-mails, Intranet or elsewhere in or on Company premises, or circulated in the workplace.
- Taking retaliatory action against an employee for discussing or making a harassment complaint.

Sexual harassment may include unwelcome sexual advances, requests for sexual favors, unwelcome physical contact, or other communications of a sexual nature when such conduct creates an offensive, hostile and intimidating working environment and prevents an individual from effectively performing the duties of his or her position. It also encompasses such conduct when it is made a term or condition of employment or compensation, either implicitly or explicitly, or when an employment or compensation decision or performance evaluation is based on an individual's acceptance or rejection of such conduct. It is important to note that sexual harassment crosses age and gender boundaries, and cannot be stereotyped.

If you are harassed, you are encouraged, but not required, to complain directly to the alleged harassers, and to make it clear that the harasser's behavior is unacceptable, unwelcome and offensive and must stop immediately. However, you also must report the harassment to your supervisor, Human Resources, the Company's Compliance Officer, or the Legal Department immediately. Any supervisor or employee witnessing inappropriate behavior or harassment involving other employees also must report such conduct.

3.4 Employee Privacy

Triple Canopy respects the privacy of all employees. The Company will only use employee records as necessary for business needs, and will share employee information only for business reasons consistent with applicable laws. Some personal employee information is very sensitive and cannot be made public under many laws. This includes certain payroll records and medical history records.

3.5 Workplace Safety

The Company is committed to providing a safe and healthy work environment free from illegal drugs, violence, threats of violence, and the influence of alcohol. Triple Canopy prohibits the illegal use, sale, purchase, transfer, or possession of any controlled substances while on Company premises or while conducting Company business or on assignment. The Company also has implemented a Drug and Alcohol Free Workplace Policy that has been provided to all Company employees.

Part 4.0: CONDUCT INVOLVING OUR BUSINESS PARTNERS

The Company's professional values and its principles of legal, ethical, and moral conduct do not stop with our actions, or at our doors. We expect the same from our vendors, suppliers, customers, representatives, and others with whom we do business.

4.1 Fair Competition and Antitrust Requirements

All of Triple Canopy's business activities are highly competitive, and it is the Company's policy to compete aggressively, but fairly. A major part of Triple Canopy's commitment to compete fairly is a commitment to comply with the antitrust laws. In general, these complex laws prohibit any form of agreement or understanding – whether formal or informal, written or oral, express or implied – between or among competitors or others in the supply chain that unreasonably limits or restricts competition. Breaking these laws can bring very severe penalties to both the Company and the individual. Triple Canopy's commitment to compliance with the antitrust laws includes the following guidelines:

- Triple Canopy employees may not discuss, or enter into a formal or informal agreement with competitors about prices, or matters affecting price, production levels or inventory levels, bids, or dividing production, sales territories, products, or condition the sale of products or services on an agreement to buy other Triple Canopy products or services.
- Agreements with customers or suppliers that establish the resale price of a product, limit a customer's right to sell products, or condition the sale of products, on an agreement to buy other Triple Canopy products are prohibited.
- This commitment also prohibits any unfair or untrue disparagement of a Triple Canopy competitor.
- Absent compelling special circumstances, Triple Canopy should select all vendors and contractors on the basis of written competitive bids.

4.2 Gathering and Using Competitive Information

To compete in the marketplace, it is necessary and legal to gather competitive information. Triple Canopy employees may only gather information through lawful means. Employees should maintain the confidentiality of information entrusted to them by the Company or its customers, except when disclosure is authorized or legally mandated. Triple Canopy employees must never use any illegal or unethical means to obtain information about other companies.

Triple Canopy employees should not share confidential information from suppliers or customers with anyone outside Triple Canopy without written permission. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. If agreements are signed to protect information, be sure to follow the terms and conditions. Do not steal trade secret information, and do not suggest or ask others to disclose trade secrets, especially new employees hired from a competitor. New hires may not bring papers or computer records from prior employers, if those papers or records contain proprietary or confidential information belonging to their prior employer.

4.3 Dealing with Vendors and Suppliers

The relationships we establish with our vendors and suppliers are important to us. The values of Triple Canopy are applicable in all of our dealings with vendors and suppliers, including a commitment to achieving the right results in the right way. Triple Canopy's policy is to base all procurement decisions on the best value received by Triple Canopy. Triple Canopy will not knowingly use vendors or suppliers who participate in any of the following activities: supply unsafe products or services; violate laws or regulations; or use child labor or forced labor.

Good procurement conduct – which is required of any Triple Canopy employee who has dealings with vendors or supplier – includes the following:

- Use established corporate-wide or regional supply (leveraged) agreements;
- Whenever possible, obtain competitive bids when leveraged agreements do not exist;
- Ensure the overall performance capability of the supplier, including delivery, quality and financial status;
- Make sure that purchase agreements clearly state the services or products to be provided, the basis for earning payment, and the applicable rate or fee;
- The fee or price paid for goods and services by Triple Canopy must represent the value of the goods or services provided;
- Avoid reciprocal agreements;
- Encourage support for small, minority, veteran, or women-owned businesses; and
- Purchase in support of Triple Canopy's environmental, safety and health values and policies.

4.4 Relationships and Conflicts of Interest

4.4.1 Fair Dealing: Each Triple Canopy employee should endeavor to deal fairly with the Company's customers, vendors, suppliers, competitors and employees. No Triple Canopy director, officer or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

4.4.2 Conflicts of Interest: A "conflict of interest" occurs when an individual's private interest interferes in any way – or even just appears to interfere – with the interests of the Company as a whole. A conflict of interest may occur if a Triple Canopy employee's outside activities, personal financial interests, or other personal interests influence or appear to influence his or her ability to make objective decisions in the course of his or her job responsibilities. Triple Canopy employees are obligated to ensure that they remain free of conflicts of interest in the performance of their workplace duties and responsibilities. If employees have any question about whether an outside activity or personal interest might constitute a conflict of interest, they should ask their supervisor or the Compliance Officer before pursuing the activity or obtaining or retaining the interest.

4.5 Gifts and Entertainment

As a general rule, business courtesies such as gifts, entertainment, services, or favors offered to commercial, non-governmental customers or other business associates should be infrequent and reasonable, legal, and offered in a way that does not create the appearance of impropriety. Triple Canopy's position is clear: no gift, favor or entertainment should be accepted or provided if it will obligate or appear to create any obligation – either stated or implied – to a competitor, supplier or customer. Gifts should not be accepted from such companies or their agents unless (1) receipt of the gift has been approved in writing by a supervisor, or (2) the gift is of only nominal value (*e.g.*, t-shirts, caps, etc.). Receiving or giving gifts of cash or cash equivalents is never permitted.

Similarly, Triple Canopy employees may not offer any gift or favor to any employee – or a member of the immediate family of an employee – of a competitor, supplier or customer if the gift or favor might place the recipient under any obligation to either the employee making the gift or to Triple Canopy. Kickbacks, bribes, rebates or other forms of illegal consideration are never acceptable, and should never be given or accepted by anyone acting on behalf of Triple Canopy.

Triple Canopy employees may accept or give gifts, favors, and entertainment only if they meet all of the following criteria:

- They are not unlawful or violative of policies of the other party's company;
- They are consistent with customary business practices in the industry;

- They are reasonably related to business relationships;
- They are of nominal value, and are consistent with any existing business unit guidelines;
- They cannot be construed as a bribe, payoff, or improper influence;
- Public disclosure of the facts would not embarrass the Company or the employee; and
- They do not violate our business values or ethics in any other manner.

Triple Canopy employees dealing with U.S. Government customers and foreign government customers should be particularly alert to the special rules that prohibit giving gifts, gratuities, entertainment or other favors to these types of Government employees. The additional constraints on Triple Canopy's ability to offer or accept business courtesies in connection with potential U.S. or foreign government customers or representatives are discussed separately in this Code of Conduct.

Part 5.0: DOING BUSINESS WITH THE U.S. GOVERNMENT

While integrity is the foundation for our dealing with all customers, special rules apply when the U.S. Government is our customer. The rules imposed on the Company when it does business with the U.S. Government are different from, and more restrictive than, the rules that apply to purely commercial transactions. As a Government contractor, Triple Canopy is committed to complying with all of these special requirements.

Violations of Government contracting laws and regulations can result in criminal and civil penalties, loss of contracts and ineligibility from doing further business with the U.S. Government, either as a prime contractor or as a subcontractor. Collateral consequences also can include debarment from bidding on state and local government contracts. *These penalties and sanctions apply with equal force to Triple Canopy and to those employees and agents involved in the improper activity.* Under the civil False Claims Act, in particular, the Government can impose liability on a contractor for the submission of false claims to the Government, or a false statement in support of a claim, including the costs of the lawsuit, triple the amount of its actual damages, and a civil penalty of between \$5,000 and \$10,000 for each false claim. A “claim” is a request or demand for money or property submitted by a contractor to the Government, such as an invoice or contract billing. For this reason, it is important that all invoices or billings submitted by Triple Canopy to a Government prime contractor or to the Government be accurate and complete.

5.1 How to Recognize When These Special Rules Apply

While Triple Canopy typically does business directly with the U.S. Government, the special rules for doing business with the U.S. Government also apply when Triple Canopy does business indirectly with the Government as a subcontractor. In those cases, even though the Company does not hold a contract directly with the Government, many of the special rules still apply to Triple Canopy because the U.S. Government pays for Triple Canopy’s services. In addition, there are rules that apply to the Company’s relationships with third parties, such as teaming partners, vendors, and suppliers, who are working with it to meet the U.S. Government’s needs and requirements.

5.2 Special Rules Applicable To U.S. Government Contracts

Company employees involved in bidding or providing products or services to the Government need to know the special rules that apply to U.S. Government contracts and subcontracts awarded to Triple Canopy. This section of the Code of Conduct highlights some of the key legal requirements that apply when Triple Canopy performs a Government contract or subcontract. These requirements are set forth in greater detail in Triple Canopy’s Government Contract Policies, which will be provided separately to those employees who are involved in the award, performance or administration of the Company’s Government contracts.

The special rules applicable to Government contracts include, but are not limited to, the following:

5.2.1 Representations and Certifications to the Government: The Government includes representations and certifications in solicitations and contracts, in order to verify an offeror's or contractor's compliance with various legal requirements, such as socioeconomic requirements governing equal employment opportunity. It is Company policy that all representations and certifications made to Government agencies be truthful, accurate, current and complete.

5.2.2 Contract Pricing, Including "Most Favored Customer" Pricing: There are detailed rules governing pricing and disclosure requirements under the Company's Government contracts, with which the Company must comply. In particular, the GSA Schedule contract awarded to the Company is based on "most favored customer" pricing, which imposes compliance obligations on the Company relating to disclosure, and prices and discounts that can be offered by the Company under its other contracts.

In addition, charging and allocation of costs, including employee time and overhead costs, and provision of any cost or pricing data and billings to the government must always be accurate, complete and in full compliance with applicable procurement laws and regulations.

5.2.3 Prohibition on Accepting Kickbacks: Two basic rules govern gifts and favors offered to Triple Canopy personnel by vendors, suppliers, and subcontractors who seek to do business with the Company under U.S. Government contracts: (1) never solicit anything of value; and (2) never accept cash. An occasional meal or gifts of nominal value, such as advertising items of nominal value offered during the course of a business meeting and approved by management, is permitted.

5.2.4 Offering Gifts and Gratuities: Triple Canopy does not permit its employees to offer to U.S. Government employees any gifts or business courtesies, except for Company-approved advertising items of nominal value (such as pens and caps), plaques and certificates of recognition, and coffee and other non-alcoholic beverages offered during a business meeting. In no event should the value of these courtesies exceed \$20 per person per occasion or \$50 per person annually. Employees also should be aware that Government employees often prefer or are instructed to refuse any gift or business courtesy, even when they have nominal value or are permitted under federal law.

5.2.5 Hiring Current or Former U.S. Government Employees: Government procurement laws and regulations restrict the Company's conduct of employment discussions with, and offers of employment to, current and former U.S. Government employees. There also are post-employment, or "revolving door," restrictions that can limit the types of activities in which former Government employees can participate as private sector employees. It is Company policy that approval must be obtained from the Legal Department before any employee may initiate employment discussions with any current or former U.S. Government employees.

5.2.6 Procurement Integrity: Procurement integrity laws and regulations make it illegal for the Company to use or have in its possession certain types of procurement-related information. During the competitive procurement process, certain types of Government agency information, designated or marked as "source selection information," may not be requested or obtained by the Company unless the information is released to all competitors. Under the

procurement integrity rules, source selection information includes the Government's source selection plans; technical, cost or price evaluations of proposals; competitive range determinations; rankings of bids, proposals or competitors; source selection reports or evaluations; and any other information marked as "Source Selection Information – See FAR 3.104."

In addition, other types of "contractor bid or proposal information" submitted by the Company's competitors to a federal agency as part of, or in connection with, a bid or proposal to enter into a Government contract is strictly off limits irrespective of any legends or other markings. This prohibition includes information such as cost or pricing data: indirect costs and labor rates; proprietary information about a competitor's manufacturing processes, operations or techniques, or trade secrets; and information marked by an offeror or contractor as "contractor bid or proposal information." Company employees may not seek or accept from any federal agency, or from any other source, a competitor's confidential bid or proposal information. Access to publicly available information about competitors, such as information on a competitor's website, is permitted.

If you receive information that you are not sure the Company should have pertaining to a federal agency procurement or to a competitor, you should immediately contact the Legal Department before reviewing or sharing the information with anyone inside or outside the Company.

5.2.7 Retention of Consultants: Triple Canopy employees must comply with the various rules and restrictions governing arrangements and agreements for consulting services. In addition, the Company can be held accountable for the acts of its agents and, therefore, has exposure to penalties and sanctions for illegal acts of consultants providing services to, or on behalf of, the Company. Any consulting agreement or arrangement must be approved in advance by the Legal Department.

5.2.8 Lobbying: Triple Canopy employees must recognize what constitutes lobbying activities under Government procurement laws and regulations, and comply with requirements governing such activities, including registration of lobbyists, reporting, and disclosure requirements.

5.2.9 Purchasing and Subcontracting: Because the value of subcontracts and purchase orders awarded by a Government contractor can be substantial, the Government has an interest in a contractor's subcontracting process. Among other things, Government requirements can affect the types of subcontract used, the amount and type of competition used, and the terms and conditions that are required to be flowed down to the Company's subcontractors.

5.2.10 Government Property: The Company is required to establish and maintain a system in accordance with regulations governing control, protection, preservation, and maintenance of Government property. Because the Company is responsible and accountable for all Government-furnished property, Triple Canopy employees must be able to identify such property and track it through the Company's property records.

5.2.11 Record Retention: Certain documents and other records pertaining to our business must be maintained for specific periods of time for possible review by regulatory authorities. When a Government prime contract or subcontract is involved, records generally must be retained for three years after final payment. In addition, there may be other retention requirements imposed by contract or by law. The Company will issue a Document Retention Policy to those individuals responsible for maintaining documents subject to retention requirements. The Company will comply fully with all record retention requirements imposed by the Government.

5.2.12 Performance Obligations: The Company must conform strictly to the contract terms and conditions, specifications, and all quality, quantity, delivery and testing requirements imposed under a Government contract. When the Company submits an invoice for payment to the Government, it is certifying that it has met all contract obligations, no matter how minor or material.

If you are involved with any aspect of a Government contract, you must not take any action that would violate any of these requirements.

Part 6.0: CONDUCT INVOLVING OUR BUSINESS RESOURCES

6.1 Accuracy of Books, Records and Financial Reporting

A company's credibility is judged in many ways, and one fundamental way is the integrity of its books, records and accounting. All Triple Canopy officers and employees must properly record many kinds of business information. All financial books, records and reports — whether computerized or paper — must correctly reflect transactions and events. This includes accurate recording of cost, sales, shipments, time sheets, vouchers, bills, payroll and benefits records, and regulatory data, among other business information.

The following are examples of activities that are not allowed:

- Not recording or disclosing funds or assets that should be recorded;
- Making false claims on an expense report, time sheet or any other report;
- Giving false quality or safety results or reports;
- Understating or overstating known liabilities or assets;
- Delaying the entry of items that should be current expenses;
- Hiding the true nature of any transaction; or
- Providing inaccurate or misleading information for Company benefit programs.

Triple Canopy directors, officers and employees must be sure that any document they prepare or sign is current, accurate and complete. Employees must not improperly destroy, improperly alter, make false entries on, or willfully fail to make correct entries on any Company documents or records. Employees are also expected to ensure that any information provided to outside parties is accurate and truthful. When Triple Canopy is asked to provide information to the U.S. Government or to state or foreign government officials, inaccuracies or falsehoods could result in severe legal and financial consequences for the Company; therefore, extra care must be given to any statements, certifications, representations, and submissions made to government customers.

6.2. Intellectual Property

Triple Canopy's intellectual property – patents, trade secrets, trademarks, copyrights and other proprietary information – is considered a valuable Company asset. It is Triple Canopy's policy to establish, protect, maintain and defend its rights in all commercially significant intellectual property and to use those rights in responsible ways. Triple Canopy's intellectual property must be used for authorized Company business purposes only. Employees must protect Triple Canopy proprietary or private information, which may include technical designs or

strategy, software, employee records, or information learned in a partnership or teaming arrangement.

Triple Canopy's intellectual property, including data and information systems, customer lists, and other trade secrets, must remain with the Company when an employee leaves the Company. Use by a former employee of Triple Canopy's intellectual property is a violation of law. By signing Triple Canopy's Intellectual Property Agreement upon employment with the Company, employees agree to protect and properly use Triple Canopy proprietary and private information.

In addition to protecting Triple Canopy's intellectual property rights, Triple Canopy respects the valid intellectual property rights of others. Unauthorized use of the intellectual property rights of others may expose Triple Canopy to civil lawsuits and damages. Theft and misappropriation of trade secrets, proprietary information or other intellectual property may result in significant fines and criminal penalties to both Triple Canopy and to the individual. New Triple Canopy services, products, processes and software, and any proposed use of the intellectual property of others, should be timely and reasonably reviewed for infringement.

6.3. Responsible Use of Company Resources and Assets

Triple Canopy resources, including material, facilities, equipment, information and services, are made available to assist each employee in the performance of his or her job. These resources should only be used for authorized business purposes.

Triple Canopy employees should respect Company property and use Company assets, including computers and related information technology assets, only in accordance with established Company policies. Theft, carelessness, misuse and waste of Company property have a direct impact on the Company's profitability. Company assets and resources should be used only to conduct Company business, and not for personal gain or any non-business purpose.

E-mail and the Internet are powerful communication tools and valuable business assets. However, improper use of e-mail, Internet and Company intranet services can waste time and resources, and create legal liabilities and embarrassment for our employees and our Company. Accordingly, Triple Canopy has specific policies concerning employee use of Company e-mail, the Internet and Company intranet, and other electronic information sources while on Company time or using Company computers. While limited personal use of Triple Canopy communications systems is permitted, users should assume these communications are not private. Employees may not use Triple Canopy communication channels or access to the internet at work to post, store, transmit, download, or distribute any threatening materials; or to knowingly, recklessly, or maliciously transmit false materials, obscene materials, or anything constituting or encouraging the violation of any laws.

The unauthorized removal of Company property may be considered theft. The Company also reserves the right to revoke the personal use of Company property in the event of abuse.

6.4. Document and Records Management

Triple Canopy's records and information are Company assets. Records and information can exist in many ways, such as documents, files, graphs, and databases, and may be kept in hard copy, electronically or on film. Employees should properly label and carefully handle company confidential and proprietary information.

Certain documents and other records pertaining to our business must be maintained for specific periods of time for possible review by regulatory authorities. As noted above, when a Government contract or a subcontract to a prime Government contractor is involved, records generally must be retained for three years after final payment under the prime contract or subcontract.

In addition, from time to time, we may receive requests from Government agencies or other third parties for documents and records relating to our business. Once we have received such a request, we are prohibited by law from destroying any document or record that would be responsive to that request. If you are advised that the Company has received any such document request, you must not destroy any requested or related documents or records until you have been advised that you are permitted to do so.

6.5. Insider Trading

In the course of your employment with Triple Canopy, you may become aware of information about Triple Canopy or other companies that has not been made public. The use of non-public or "inside" information about Triple Canopy or another company for your financial or other benefit (or the benefit of others who receive the information from you) is not only unethical, but also may be a violation of strict Federal laws against "insider trading" in securities (for example, stocks, bonds and options). Securities law and Triple Canopy policy prohibit individuals from trading securities or influencing others to trade in securities on the basis of non-public, material information.

This means you must never give someone outside the Company a "tip" regarding non-public inside information – this includes discussions on Internet "chat rooms." If you have questions or concerns about your responsibilities under the insider trading laws, contact the Compliance Officer or the Legal Department for further guidance.

6.6. Marketing and Advertising Materials

In preparing and using Company marketing and advertising materials, we must ensure that (1) no false or misleading statements are made; (2) all Company proprietary data are properly marked with the appropriate legends; and (3) when we use the trademarks of another company, these marks are used correctly and their owners are given proper attribution.

Part 7.0: CONDUCT INVOLVING OUR BUSINESS COMMUNITIES

At Triple Canopy, we are committed to responsible corporate citizenship and to complying with requirements applicable in the communities in which we conduct business.

7.1. Environmental and Workplace Safety Policy

It is Triple Canopy's policy to protect the environment, and the health and safety of its employees and the communities in which it serves. Daily decisions and actions at Triple Canopy are guided by the following principles:

- Comply with applicable environmental laws and regulations;
- Encourage and take actions to foster a safe and healthy work environment;
- Minimize waste and prevent pollution;
- Strive to eliminate releases that impact the environment;
- Strive continually to improve environmental performance.

7.2. Political Contributions and Public Service Involvement

Triple Canopy works hard to earn and maintain the respect of the communities in which it operates. As a good neighbor and corporate citizen, we seek to support the efforts of our employee-volunteers who contribute time and talent to local organizations. Triple Canopy employees are encouraged to speak out on important community issues. Employees must be careful, however, not to give the impression that they are speaking on behalf of Triple Canopy unless they are actually authorized to do so. Employees may not use Company funds or expense accounts to pay for any personal political contributions or seek any other form of Company reimbursement.

In addition, employees should not use Company facilities or resources for the benefit of any party or candidate, including an employee individually running for office. Employees are encouraged to contribute to properly established political action committees.

7.3. U.S. Foreign Corrupt Practices Act

Political payments in foreign countries pose special legal problems. The U.S. Foreign Corrupt Practices Act ("FCPA") and similar non-U.S. laws prohibit bribes and improper payments to foreign Government and other officials (including foreign political candidates, political parties and their officials, employees of Government-owned businesses and United Nations officials, among others). A violation is a serious criminal offense for both the companies and individuals involved, and may result in significant criminal fines of up to \$2 million for a corporation and up to \$250,000 per violation for individuals, as well as loss of

export privileges and imprisonment for individuals. The prohibitions of the Act apply to actions taken by all Company employees, and as well as to consultants and agents retained to act on the Company's behalf.

Triple Canopy's policy with respect to foreign corrupt practices and irregular transactions is to respect and adhere to the laws of each country in which it does business, and to comply fully with the FCPA. In certain circumstances, certain types of payments, generally referred to as "facilitating payments," are permissible under the FCPA. The purpose of such payments is to facilitate or expedite the performance of routine government actions that a foreign official is otherwise required to perform, and is distinguishable from a bribe, which is a payment given to persuade an official to give favorable treatment or exercise his discretion in favor of a payment-giver. Facilitating payments include payments for routine governmental actions such as obtaining permits, licenses or other official documents to qualify a person to do business in a foreign country, and processing visas and work orders. Routine governmental action does not include any decisions by a foreign official to award new business or to continue business with a particular party, and does not involve the exercise of any official discretion.

Triple Canopy policy requires strict compliance with the FCPA. No employee, representative or agent acting for, or on behalf of, Triple Canopy may offer to make any payment or gift, directly or indirectly, to any foreign government official in order to cause that official to take favorable (or not to take unfavorable) action with respect to obtaining or retaining business for Triple Canopy. In addition, the FCPA exceptions, such as for facilitating payments and reasonable and bona fide expenditures, are narrowly construed. You must seek guidance from the Compliance Officer or the Legal Department before making any payment that could implicate the FCPA.

7.4. Export Controls Requirements

Triple Canopy's business activities principally involve the export of defense services and certain defense-related hardware and/or technical data, all of which are subject to export restrictions under the International Traffic in Arms Regulations ("ITAR") administered by the U.S. State Department, Directorate of Defense Trade Controls ("DDTC"). As an exporter of defense articles, services and technical data, Triple Canopy is registered with DDTC and is required to seek authorization under the ITAR for any export of covered defense articles, services or technical data. In most cases, specific authorization from DDTC, in the form of an export license or approved agreement, is required, although in some cases, a license exception under the ITAR may be available. Triple Canopy's policy is to ensure that the appropriate form of authorization is received prior to any export of a defense article, service or technical data.

In addition, Triple Canopy's activities may involve the export of commercial hardware, software and technology that are considered "dual use," and thus subject to the Export Administration Regulations ("EAR"), which are administered by the U.S. Commerce Department's Bureau of Industry and Security. The EAR governs the export of civil goods, software and technology, as well as dual-use items that have both civil and military applications.

These export regulations are complex and require the Company to review whether a proposed export is subject to the ITAR or EAR, determine the specific export licensing controls

applicable to a proposed export, and review probable end uses and potential end users. All Company employees who participate in export activities are required to be familiar with and follow the Company's policies for complying with the export laws and regulations. Violations can result in criminal and civil penalties for the Company and individuals involved, as well as the Company's loss of export privileges.

7.5. International Business

Triple Canopy policy is to fully comply with the specific laws and regulations of all countries where we do business, and with all U.S. laws and regulations affecting international trade, such as anti-boycott, trade sanctions, export control and foreign corrupt practices laws. Violations of these laws carry stiff civil and criminal penalties for individuals and the Company, and could cause serious damage not only to our corporate reputation, but also to the public at large. Employees involved in foreign operations should be aware of these laws, and should always ensure that Triple Canopy does not violate any applicable laws.

**Part 8.0: DISTRIBUTION OF THE CODE OF
ETHICS AND BUSINESS CONDUCT
AND THE EMPLOYEE ACKNOWLEDGEMENT FORM**

Triple Canopy is distributing this Code of Business Conduct to all members of the Company's Board of Directors, as well as the officers, employees, agents, representatives and consultants working for or on behalf of the Company, including all business units involved in Government contracting. This distribution will be supplemented by appropriate training sessions and presentations on legal compliance. New employees will receive a copy of the Code in the course of their orientation and will be required to familiarize themselves with it. Employees also will be required to participate in periodic "refresher" training sessions.

Each individual receiving this Code of Business Conduct is responsible for reading and understanding its requirements. Each individual will be asked on an annual basis to acknowledge that they read and understood, and agree to adhere to the standards of conduct contained in the Code of Business Conduct. A copy of this Acknowledgement is set forth on the last page of this Code.



**TRIPLE CANOPY, INC. CODE OF ETHICS AND BUSINESS CONDUCT
EMPLOYEE ACKNOWLEDGEMENT FORM**

I hereby acknowledge that:

- I have received a copy of the Triple Canopy, Inc. Code of Ethics and Business Conduct;
- I have read, understood and agree to adhere to the standards of conduct contained in the Code of Ethics and Business Conduct; and
- I will report any action that appears inconsistent with these standards.

Signature: _____

Name Printed or Typed: _____

Position or Title: _____

Date: _____