______________________________ CONFLICT OF INTEREST POLICY

1. The ______________________ Board of Directors has adopted a basic policy regarding conflict of interest, which states as follows:

   - Each director, officer and employee of _______________ is expected to observe the highest moral and ethical standards in connection with his/her responsibilities and activities on behalf of _________.
   - Pursuant to this policy, each director, officer and employee shall certify to _______ periodically as required, regarding any situation that may have involved that person in a situation constituting a conflict of interest with ____________.

   The principle of "Conflict of Interest," simply stated, is that it is improper for a director or an employee at any level, to put himself/herself in a position in which his/her interests are in conflict with the interests of __________. This means that such a person, in his/her personal dealings or affairs, must not enter into any business transactions or engage in any practices that might tend to influence him/her to act other than in the best interests of ____________.

2. The doctrine of insistence that an agent or employee of an organization can only serve his/her employer has long been recognized by the courts. Inasmuch as an officer and an employee are fiduciaries with respect to their organization, they must take no step that directly or indirectly has the effect of giving them a profit that either properly belongs to the organization or causes the organization to lose a profit. The violation of this duty is referred to as a "Seizure of Corporate Opportunity". A director or employee who becomes aware of a business opportunity that is suitable for his/her organization cannot at the organization's expense avail himself/herself of that opportunity for his/her own personal gain. This doctrine has been extended to the point that if such a person has availed himself/herself of such an opportunity that properly belonged to the organization, the organization may recover any profit derived from that transaction.

3. Because of the fiduciary relationship of directors and officers, and/or the special responsibilities of certain other responsible employees, it is deemed necessary that an explicit statement or policy should be provided. While it is impossible to list every circumstance giving rise to possible conflicts of interest within ________, the following serves as a guide to the types of activity or relationship that might cause conflicts:

   - No director or employee of _____________ may engage directly or indirectly in any business transaction for personal profit which accrues from or is based upon his/her employment relationship or upon confidential information gained by reason of such relationship.
   - No director or employee shall personally trade in securities if such trading is connected in any way with action being taken by ________.
   - No director or employee shall accept directly or indirectly any gift, favor or service of significant value that may tend to influence business decisions or compromise independent judgment. This includes excessive entertainment, loans or other favors from any individual or organization that does or is seeking to do business with, ___________.
   - The preceding statement is not intended to preclude the acceptance of common courtesies usually associated with accepted business practices. Nor is the statement intended to preclude

the acceptance of gifts, favors or services when, in the opinion of the employee, the refusal to accept would not be appropriate or in the best interests of ______.

- A director or employee shall not render directive, managerial or consultative services to any outside concern which does business with ______, except with ______'s knowledge and consent.
- No officer or employee shall accept or perform any outside employment which interferes with the efficient performance of his/her duties to ______ or have any outside employment or affiliation which is incompatible with employment by ______.
- A director or employee shall not represent ______ in any transaction in which the director or employee or close relative (i.e. spouse, children, parents, brothers and sisters) has a substantial interest.
- A director or employee must avoid investing for his/her own account in any company with which _________ currently has or might reasonably be expected to have a contractual relationship and shall not have any financial interest in any transaction between ___________ and a third party which might adversely affect his/her performance of any services in behalf of __________.

Definitions

Members of Immediate Family: Includes the spouse, domestic partner and any other relative by blood, marriage or adoption that shares the same home as the director or employee.

Exempt Transaction: Means any transaction that involves the purchase or sale of securities that are direct obligations of the United States; or a purchase or sale effected in any account over which the director or employee has no influence or control; or a purchase effected upon the exercise of rights issued by an issuer pro rata to all holders of a class of its securities to the extent such rights were acquired from such issuer, or any sale of such rights so acquired.

Disclosure Statements

For the protection of both ___________ and the directors and employees, it is essential that each such person make prompt and full disclosure to ______ of any situation that may involve a conflict of interest in accordance with this Conflict of Interest Policy. All officers shall submit disclosure statements annually to the Secretary. Each such person shall, in turn, designate the particular employees under his/her administrative authority who shall submit such reports and notify each such employee of his/her designation.

In the case of directors, disclosure statements shall be submitted annually to the Chairman of the Board of Directors.