

Code of Conduct: Standards of Business Ethics and Compliance

HDT Engineered Technologies

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Message from the CEO

Dear Employee:

Please read this Code of Conduct carefully. It calls on us to do the right thing for our shareholders, each other, and our country. We have earned an excellent reputation for the way we conduct business. Each of us needs to sustain that reputation by adhering to the principles of integrity, honesty, and respect articulated in this Code.

This Code of Conduct lays out the building blocks for our corporate behavior. At core, we are in business to earn a fair return for our shareholders. In doing so, we must use our Company's assets wisely and we must deliver on our promises to our customers, partners, and employees. These are the fundamental business ethics principles that guide our conduct and decisions.

Sincerely,



Vincent A. Nardy,
Chief Executive Officer

This Code of Conduct is...

A Practical Reference

Each day you will face and make decisions that are critical to our success. This Code of Conduct is a practical reference that you can use to get the information you need to make good decisions. You will also learn when to contact your manager or the Vice President, General Counsel.

Use this Code of Conduct in conjunction with the policies, procedures, and work rules of HDT to guide your actions as you do your job. This Code of Conduct is not a contract or an employment agreement and does not affect the at-will nature of your employment with HDT, which means that either you or HDT can terminate your employment at any time with or without cause. This is true no matter what may be stated elsewhere in this Code of Conduct or in any other writing given to you by the Company, unless by a contrary agreement made in writing and signed by the CEO, COO or CFO. No one other than CEO, COO or CFO of HDT can enter into any agreement with you that is contrary to your at-will employment. We can also make changes to this Code of Conduct at any time and interpret and administer its policies in light of changing circumstances. If anything in this Code of Conduct conflicts with the HDT Employee Policy Handbook, the Handbook will govern.

This Code of Conduct applies to all officers, executives, and full-time, part-time and temporary employees of **Hunter Defense Technologies, Inc., HDT Expeditionary Systems, Inc., HDT Tactical Systems, Inc., HDT Tactical Power, Inc., HDT Engineering Services, Inc. and Vertigo, Inc., each doing business as HDT Engineered Technologies.** We refer to our companies collectively as “HDT” or the “Company.” We expect our suppliers, vendors, contractors, and joint venture partners to develop ethics and compliance programs that are consistent with our values in all material respects. Any amendment or waiver of this Code of Conduct for executive officers of the Company may be made only by the Board or a committee of the Board.

Business Ethics and Compliance

When we talk about business ethics, we refer to the commitments that make our Company great. We deal fairly with our Company’s customers, suppliers, and competitors, as well as each other. We perform ethically regardless of whether a specific law or rule requires such conduct.

When we talk about compliance, we refer to the laws, rules, regulations, and policies that control and direct both our actions and those of our Company. This Code of Conduct includes information about both the ethics and compliance aspects of business conduct.

Each of us should strive to be: law abiding; honest and trustworthy, responsible and reliable, and fair and cooperative.

Global Reality of Our Work

We conduct business in the United States as well as foreign countries. Our employees are citizens of different countries and belong to diverse cultural groups. We are subject to the laws and regulations of the United States, its states and municipalities, as well as the laws of the countries where we do business. Our growing worldwide presence subjects us to the regulatory and legal control of many jurisdictions at the same time.

We must recognize the global reality of our work. In some instances, there may be a real or apparent conflict between the laws of two or more countries. In that event, you must obtain legal advice immediately to understand how to resolve the conflict properly.

Getting Answers

This Code of Conduct will not give you every answer for every situation. Each of us has faced a time where the right course of action was hard to determine. Perhaps the facts were complex. Maybe many individuals could be affected by our decision. Perhaps a “good” choice was just not obvious, or our personal interests conflicted with the best interests of the Company. Maybe we did not have the information we needed to make an informed choice.

You have resources to help you with questions about ethics and compliance. If you know the answer to an ethics questions and are comfortable with your decision, you can act with confidence. If not, you have several places you may turn for guidance and advice.

Where to turn for advice:

- To your supervisor or manager
- To the HDT Vice President, General Counsel
- To the HDT Environmental, Safety and Health Coordinator
- **HDT hotline (1-877-776-3290)**

Making Tough Decisions

The information in this Code of Conduct will help you work through most difficult business issues and dilemmas. But if the answers to some problems are not obvious, take the extra time to think through these questions:

- Have I reviewed the facts carefully?
- Have I used the resources available to me?
- What are the issues?
- Have I thought carefully about my options?
- What are the consequences of my choices?
- Will my decision stand the test of time?

If you are still not sure what to do, speak up and get the advice you need. Keep asking questions until you are certain you are doing the right thing.

**Remember: When
in doubt, always
ask.**

Business Ethics Principles

We are in business to earn a fair return on behalf of our shareholders.

- **Use Assets Wisely**

- How we manage assets reflects our personal values, our Company's values, and determines our ability to earn a fair return.
- Innovation and qualified risk taking with empowered employees is strongly encouraged.
- Continuous improvement is a way of life.

- **Offer a Fair Deal**

- We offer the best products and services at a reasonable price.
- We make hard decisions and tackle tough choices.
- How we go about making these decisions reflects our values.

- **Deliver on Promises**

- We are people of our word – we deliver on our promises.
- We are responsible to our stakeholders and earn their trust everyday.
- The customer comes first.

- **Earn a Fair Return**

- Our reputation is based on our ability to use our core values to generate profits.
- As we deliver on our promises, we must contract for a fair return.

HDT Engineered Technologies Business Ethics Model

Talents & Assets
People + Resources

Values

- Customers Come First
- Team orientation with empowered employees
- Innovation and risk taking
- Injury free workplace
- Balance business, personal, & environmental needs
- Continuous improvement is a way of life
- Treat others with respect

**Growth &
Profitability**

Compliance

- This Code of Conduct
- Policies
- Training
- Enforcement
- Oversight

Business Ethics & Principles

- Use assets wisely
- Offer a fair deal
- Deliver on promises
- Earn a fair return

Reputation

We are responsible to our stakeholders:

Shareholders ▪ Customers ▪ Each Other ▪ Suppliers ▪ Communities ▪ Country

Conducting Our Business

Regardless of who the customer is, certain rules govern how we conduct our business everyday.

I. Antitrust, Sales Practices, and Competitive Information

Antitrust laws prohibit agreements or actions that eliminate or discourage competition. Violations of these laws carry the potential for both stiff monetary fines and jail terms. We comply fully with all federal, provincial and state antitrust laws.

We are committed to fair and competitive sales practices. We will not engage in practices that would unfairly limit trade or exclude competitors from the marketplace. We will not communicate formally or informally with competitors to fix or control prices, allocate markets, boycott customers or suppliers, or limit the sale of products.

We will not make false statements regarding our competitors, nor conspire to gain or use their proprietary information improperly.

Regarding antitrust laws and competitive practices, you have the following responsibilities:

- Avoid even informal or casual conversations with employees of our competitors regarding prices or products.
- Never make inaccurate or malicious statements about our competitors.

II. Conflicts of Interest

A conflict of interest occurs when your private interests interfere – or appear to interfere – in any way with the interests of the Company. You should base business decisions on the Company's needs, rather than your own interests, the interest of family or friends, or your desire for personal gain. The Company must not do business with other companies in which you, or your family, have a substantial financial interest. Each of us should deal with suppliers, customers, and others in ways that avoid even the appearance of a conflict between your personal interests and those of HDT. Talk to the Vice President and General Counsel and disclose any situation that presents or might present a conflict of interest.

The following situations can easily give rise to conflicts of interest:

Personal Business Relationships

You should disclose to Human Resources or the Vice President, General Counsel any substantial financial interest that you or an immediate family member might have in our suppliers, customers, or competitors. You may own no more than two percent (2%) of the stock of a publicly traded company that is a competitor, supplier, or customer. Be careful that your personal business relationships never influence the decisions you make for our Company.

Organizational Relationships

If you or an immediate family member serve as an owner, director, employee, officer, or consultant for any company that does business with us, you must disclose these obligations to Human Resources or the Vice President, General Counsel even if the service is unpaid.

II. Conflicts of Interest (con't.)

Outside Employment

Before you accept outside employment, consider if this second job could create a conflict of interest with your work here or negatively impact your ability to do your job. Taking a second job can be tricky because you may not always see clearly where your loyalties should lie. Do not accept outside employment with our competitors, suppliers, or customers unless you have our written consent.

Employment from Competitors or the Government

If you worked for a competitor of ours prior to working for us, you must abide by any obligation of confidentiality that you have with that competitor; do not disclose their proprietary or confidential information to us. If you worked for the Government, be sure to disclose this to Human Resources or the Vice President, General Counsel so that we can be sure you have no conflict of interest in working for us.

III. Gathering Competitive Information

Properly gathered business information is valuable. Gather information about our competitors only from public sources that are freely available to others. Never spy or steal in order to obtain competitive information.

IV. Gratuities, Gifts And Entertainment

Commercial Customers: Giving Gifts

We compete solely on the merits of our products and services. When people exchange gifts in a business context, it can look as if favors were granted in order to influence business judgment.

We may provide gifts, meals, refreshments, and entertainment of reasonable value in the course of doing business with commercial customers or non-government personnel, provided that the gifts are not intended to, and do not give the appearance of, influencing our business relationship with that customer, and this practice does not conflict with our standards or the standards of the recipient's organization. You should not give or offer any gift if, under the circumstances, such a gift might appear to be improper. Also, see our policy on bribes and kickbacks, later in this Code.

Receiving Gifts or Meals

Generally, you should not accept meals from those with whom we do business unless this activity serves a legitimate business purpose. You may accept small gifts that are of modest value and are customarily offered to others having a similar relationship with the customer, supplier, distributor, or other business partner only. Also, see our policy on bribes and kickbacks, later in this Code.

Regarding the giving or receiving of gifts, you have the following responsibilities:

- Do not offer or accept gifts when prohibited by the recipient's or our rules, standards or policies.
- Avoid accepting or giving gifts above modest value when dealing with commercial customers.
- Do not accept or receive gifts from the Government.
- Ensure that meals and entertainment have valid business purposes.

V. Lobbying and Political Contributions

Do not contribute any Company funds or other assets directly or indirectly to any political party or to the campaign for or against any candidate for political office, if prohibited by federal, state or foreign law. We encourage every employee to participate individually in political affairs with his or her own time and resources.

VI. Obeying The Law

Our Company operates in a highly regulated environment. Many federal, state and foreign agencies direct how we conduct our business. We comply strictly with the requirements of these agencies.

We cooperate with government inspections and are courteous to inspectors. Notify your business unit's Vice President immediately if you learn about any inspection, investigation or request for information from any outside organization.

During an inspection, never destroy or alter any documents, lie to or mislead an inspector, or obstruct the collection of information. The Vice President, General Counsel will assist you in reviewing any information requested by an inspector before it is released.

VII. Record Keeping

We keep accurate records of all financial and business transactions. Our record-keeping procedures are essential to ensure that all costs are properly charged.

It is your responsibility to record all costs accurately and to follow all accounting procedures. No false or misleading entries should be made in our books and records.

Note that a "legal hold" suspends all document destruction in order to preserve records under special circumstances, such as litigation or government investigations. You will be notified if a hold is placed on records for which you are responsible. You must then preserve and protect the necessary records until our legal hold is officially released in writing.

VIII. Quality and Testing

The quality of our products is crucial to our success. All of our products and services must meet appropriate inspection, testing and quality criteria in accordance with contract and government requirements. You should complete all test documentation accurately and promptly. With respect to quality and testing, you have the following responsibilities:

- Take personal responsibility for ensuring product quality;
- Know which tests you must perform;
- Know how to carry out these tests; and
- Record test results accurately.

IX. Suppliers, Consultants, Part-time and Temporary Workers

We select our suppliers based on objective criteria such as price, quality and prior performance.

As a condition of their employment, all consultants and part-time or temporary workers are required to follow this Code of Conduct as well as any and all HDT and individual business unit policies and practices. When dealing with suppliers or consultants, you have the following responsibilities:

- Require competitive bids where appropriate.
- Fairly evaluate all proposals for work.
- Investigate opportunities to encourage small or minority-owned businesses to work with us.
- Talk to the Vice President, General Counsel regarding doing business with former employees or board members.
- Do not accept gifts of more than nominal value.
- Ensure that meals provided by or to a supplier or consultant are associated with a meeting that serves a valid business purpose.

X. Prohibition Against Trafficking in Persons

The United States Government has a zero tolerance policy regarding trafficking in persons. As a result, employees shall not: (1) engage in severe forms of trafficking in persons, including commercial sex acts induced by force, fraud or coercion or in which the person performing the acts is below 18 years of age; (2) procure commercial sex acts, even if such procurement is legal under local law; and (3) utilize child labor.

No employee shall engage in severe forms of trafficking in persons and no employee shall procure a commercial sex act.

We do not and will not employ child labor. The law defines a child as anyone under the age of sixteen. If local law is more restrictive than this policy, our employees must comply with the letter and spirit of the local law. However, even if local law allows us to employ people who are younger than sixteen, we will not do so. We do not and will not employ forced labor.

Employees who violate this policy will be subject to appropriate action up to and including termination. HDT may contact law enforcement regarding any violation of this policy.

International Business

We follow United States law and the laws of the countries where we do business. Overseas, we can encounter unfamiliar rules and regulations, business customs, manners and cultures. Become familiar with other countries' commercial practices, so that we do not embarrass our Company, our business partners, or ourselves.

I. Accepting Gifts and the FCPA

When conducting international business, it may be customary to accept gifts of substantial value. These gifts are Company property. They can be purchased from the Company based on a fair assessment of value, or given to Human Resources or the Vice President, General Counsel for safekeeping on behalf of HDT.

The United States Foreign Corrupt Practices Act ("FCPA") prohibits offering anything of value to a foreign official for the purpose of improperly influencing an official decision. It also prohibits unlawful political contributions to obtain or retain business overseas. Finally, the FCPA prohibits the use of false records or accounts in the conduct of foreign business. Before offering anything of value to foreign public officials, including payments to facilitate routine government action, get advance approval from the Vice President, General Counsel.

II. Import and Export of Products, Services and Data

We abide by restrictions regarding the import and export of our products, services and technical data. United States export control laws and regulations -- including the International Traffic in Arms Regulations ("ITAR") and the Export Administration Regulations -- prohibit companies from exporting defense-related and certain commercial dual-use products and technology to foreign countries or releasing controlled technology to foreign persons, whether inside or outside the United States, without a license or other legal authorization. In addition, U.S. law prohibits dealings with certain "sanctioned" or "embargoed" foreign countries, governments, companies and individuals. Contact HDT's Chief Technology Officer for assistance with import and export matters.

When doing business overseas, you have the following responsibilities:

- Keep current with the applicable United States and foreign laws governing your work.
- Know and follow the laws regarding export and import of our products, technical data and services, including those restricting releases of technical data to foreign persons in the United States.
- Be careful when using international consulting services to represent our interests outside the United States. International consultants, sales representatives, distributors, and contractors must comply with HDT standards of doing business.
- Contact the HDT Chief Technology Officer to screen new business partners.

Working With The Government

We are a leader in the defense industry. One of our major customers is the Government of the United States. The laws and regulations relating to doing business with the Government are complex. Follow these laws carefully to protect our Company's reputation.

I. Bribes and Kickbacks

We adhere to all aspects of the United States Anti-Kickback Act. Employees must never offer, give, ask for or take any form of bribe or kickback. A bribe or kickback is the giving or accepting of money, fees, commissions, credits, gifts, favors or anything of value that is either directly or indirectly provided in return for favorable treatment or an award in connection with a contract. Favorable treatment often can appear innocent, such as paying an invoice earlier than we normally would. However, favorable treatment is illegal when it is offered in exchange for a gift. In addition, you violate federal law and this policy if you include, even indirectly, the amount of a kickback in the contract price charged by a subcontractor to a prime contractor (or higher-tier sub), or by a prime contractor to the U.S. Government.

II. Billing and Pricing

We are clear and accurate in every aspect of our billing and pricing. Our prices reflect the cost to design and produce our products, our level of effort, market conditions and other relevant factors. Invoices must be clear and understandable. Overpayments will be returned promptly upon discovery. Our bills to the government must be timely, accurate, and honest. The U.S. False Claims Act makes it unlawful to present to the government a false or fraudulent claim. We must never improperly shift costs between contracts or projects.

When engaged in billing and pricing, you have the following responsibilities:

- Be accurate in pricing.
- Bill appropriate projects.
- Do not split invoices to hide costs or avoid payment procedures.
- Ensure that bills are accurate, timely and complete.

Working With The Government (con't.)

III. Contract Compliance

We comply with all of the terms of our contracts. We deliver the goods and services as promised. We never substitute material, change testing or alter quality control requirements except in accordance with applicable government procedures. We never certify that something has been tested when it has not been.

To comply with the terms of our contracts, you have the following responsibilities:

- Document how HDT has met its contract obligations.
- Do not make substitutions without following government procedures.
- Perform all tests in accordance with the terms of the contract.

IV. Gratuities, Gifts and Entertainment: Government Customers

We compete on the merits of our products and services. We do not try to influence a customer's decision to purchase from HDT by offering gifts, meals or entertainment. Government agencies have regulations prohibiting their employees' acceptance of items of value from contractors or suppliers. We carefully follow these regulations and policies when dealing with agency representatives. These regulations are complex, so make sure you understand them. Consult with the Director of Government Contracts Compliance or the Vice President, General Counsel

V. Foreign Government Personnel and Public Officials

The giving of gifts, meals or anything of value to foreign officials may be prohibited. Employees must get advance approval from the Vice President, General Counsel before offering or giving any items to foreign public officials or agents of foreign governments. Also refer to the Gifts and FCPA policy, above.

Working With The Government (con't.)

VI. Hiring Former Government Employees

Federal law restricts the hiring of certain government employees who were involved in awarding or administering government contracts to HDT. Be careful to get advice from Human Resources or the Vice President, General Counsel before recruiting, interviewing, hiring or assigning work to former U.S. Federal Government employees, including those in the military service.

Never discuss the possibility of employment or doing business with a current U.S. Federal Government employee, including members of the military. Seek advice from the Vice President, General Counsel before having any discussions.

VII. Procurement Integrity

We follow the government's procedures for awarding contracts. We will not ask officials to disclose the proprietary information of our competitors, nor will we ask for source selection material – the material the government has developed to evaluate competing bids. We are careful not to share any of our own proprietary information with government officials who are not on the government's list of approved persons. We do not discuss employment or offer anything of value to government employees who participate in the procurement process.

VIII. Security of Government Information

We have an obligation to protect classified information. We will not seek access to information for which we do not have proper clearance and the need to know. It is your responsibility to follow all Company and government procedures for handling classified information.

IX. Time Charges and Expense Reporting

We will charge our customers honestly for our work. We charge our time and expenses consistently with Company accounting procedures. It is your responsibility to record your time and expenses carefully, promptly and accurately. Any employee, consultant or contract labor personnel found to be mischarging is subject to disciplinary action up to and including termination of employment. If you knowingly make false time charges, you may be guilty of a crime.

X. Government Property

We will not use -- without proper approval -- any government-owned equipment to support non-government production or divert government-owned or other customer-owned materials from their intended contractual use.

Working With Others

We are proud of the commitment and dedication of our employees. We take pride in the contributions we make to the communities where we live and work. We recognize that others depend on us to do our jobs as we count on them to do theirs.

I. Community Relationships

HDT actively supports the communities in which we do business. Our civic activities demonstrate good corporate citizenship. We encourage employees to participate in volunteer opportunities and community events on their own time or during work periods with management approval.

II. Equal Employment Opportunity

Our success depends in great part on our work environment. We support a positive environment in which all individuals may grow, contribute and participate free from discrimination. We are committed to legally compliant human resource policies and practices in all aspects of employment, including: recruiting, hiring, evaluation, training, discipline, work and service assignments, career development, compensation, promotion and termination. We do not tolerate unlawful discrimination of any kind.

To ensure lawful treatment for all employees, you have the following responsibilities:

- Treat your fellow employees equally, regardless of race, color, sex, national origin, age, religion, sexual orientation, disability or other protected status.
- Understand and abide by all corporate and business unit policies, procedures and work rules relating to equal employment and affirmative action.

III. Drug-Free Work Environment

We maintain a workplace that is free from the effects of drug abuse. We do not tolerate any use of illegal drugs or abuse of controlled substances while employees are engaged in HDT's business, or while working at a Company location. Illegal drug use or abuse of controlled substances threatens our ability to serve our customers. It compromises the safety of our people, products and services.

We reserve the right to test employees who appear to be unfit for work due to suspected illegal drug use or abuse of controlled substances. We reserve the right to search anyone or anything on Company property at any time.

You should report all known or suspected violations of this policy to your supervisor. For more information, consult the Drug Free Workplace policy in the Employee Policy Handbook.

IV. Harassment

Harassment is behavior that disrupts another employee in his or her work because of the employee's race, color, religion, national origin, age, physical or mental disability or gender. Each of us has the right to be free from improper or offensive conduct at work. Unwelcome, insulting or offensive remarks or actions have no place at our Company.

You must report all harassment to your manager, Human Resources or the Vice President, General Counsel. Consult the Employee Policy Handbook for more details on how to report harassment.

Working With Others (cont'd.)

IV. Harassment (cont'd)

Harassment can occur under many different circumstances. In general, harassment occurs when:

- Requests for dates, sexual favors or other verbal or physical conduct of a sexual nature serve as the basis for employment decisions.
- An intimidating, offensive or hostile work environment results from unwelcome sexual advances, offensive jokes or other insulting verbal and physical behavior.

To maintain an atmosphere free of harassment, you have the following responsibilities:

- Understand and abide by all corporate and business unit policies, procedures and work rules relating to workplace harassment.
- Exercise good judgment in professional and personal relationships with co-workers.
- Report all violations of this policy.

V. Safety and Health

To maintain the safety of our workplace, you have the following responsibilities:

- Report all safety hazards and accidents.
- Follow the rules of your business unit concerning smoking during work hours while on Company property.
- Report all suspected violations of safety procedures to your supervisor or safety and health department.

We do not tolerate violent behavior at any workplace, whether committed by or against our employees. The following behaviors are prohibited: making threatening remarks, causing physical injury to someone else, intentionally damaging someone else's property or acting aggressively in a way that causes someone else to fear injury.

We follow all federal, provincial, state and local laws regarding workplace safety and health. In addition, we prohibit the possession of any licensed or unlicensed firearm or weapon on Company property without authorization from the Vice President, General Counsel.

Use good judgment and promptly inform your supervisor, manager or Human Resources if you observe behavior that could be dangerous or violent.

Protecting Our Resources

We are entrusted with Company resources and assets to perform our work. We are responsible for safeguarding Company funds, information, records, tools and property.

I. Company Resources and Intellectual Property

The assets, property and resources of HDT should be used primarily for business purposes. Company resources include, but are not limited to: telephones, electronic mail, Internet access, voice mail, faxes, computers, equipment, machinery and vehicles. We permit reasonable use of telephone and email for necessary personal communication.

Business unit Vice Presidents may authorize personal use of Company resources where such use does not occur during working periods. This use must not last long or occur frequently, nor may it consume a significant amount of Company resources.

Business opportunities are also Company assets. Do not take for yourself any business opportunities that you discover using Company resources. It is everyone's duty to advance HDT's legitimate interests when we have the chance to do so.

Our intellectual property is a valuable asset. This includes copyrights, patents, trade secrets, trademarks, ideas, inventions and processes.

II. Confidentiality

Employee information and data are confidential and are used only for valid business purposes. This includes personnel file information, medical records and home addresses.

While we respect employees' privacy, we reserve the right to inspect our facilities and property, such as computers, telephone records, lockers, e-mail, files, business documents and workplaces. Employees should not expect privacy when using Company-provided services or equipment or on Company property or at Company functions.

You may have access to customer, teammate, or Company confidential or proprietary information that must be protected from disclosure. The duty to keep information in confidence continues even after you leave our Company.

We respect and protect intellectual property, whether it belongs to us or to others. HDT owns all inventions, discoveries, ideas and trade secrets created by employees on the job or produced using Company resources.

Protecting Our Resources (cont'd.)

III. Third Party Privacy

Our business is based on information. You may have access to sensitive, confidential or proprietary information about our customers and others with whom we do business. We earn their trust by protecting the privacy of their information.

IV. Environmental Protection

We protect the environment of the communities in which we work. We comply with all federal, provincial, state and local environmental regulations, including local recycling laws and waste disposal requirements. To protect the environment, you have the following responsibilities:

- Follow all environmental guidelines and procedures for handling and disposing of waste and hazardous materials in the workplace.
- Prevent and report any spills or leaks.
- Report to your supervisor, manager or the corporate Environmental Health & Safety Coordinator any actions that may adversely affect the environment.
- If you have ideas about improving our environmental compliance, contact the corporate Environmental Health & Safety Coordinator.

V. Information Technology

Like all of our assets, our information technology is a Company resource that must be used only to further our Company's business. You should never use our technology or systems to support a personal business or political venture. We protect our computer systems from unauthorized access by outsiders.

Most of the software we use is licensed for our business use only. Unless expressly permitted, software programs may not be copied for business or home use or shared with others.

When using Company information technology, you have the following responsibilities:

- Safeguard all computer equipment and data.
- Do not use or download software for which the Company does not have a license.
- Do not share computer passwords.
- Do not copy or distribute software for business or home use unless specifically authorized by the software license.

Protecting Our Resources (cont'd.)

VI. Internet Use

Supervisors and managers may permit reasonable internet use during non-working periods. However, internet access should not be used to support a personal business, political venture, violate any of the standards in this Code of Conduct or embarrass HDT. You may never use the Company's internet to view, send or forward information that is sexually explicit, discriminatory, derogatory, illegal, profane or abusive. HDT may monitor or filter internet use in order to maintain and enforce our standards.

V. Our Name and Reputation

HDT and our business units are proud of their respective names and the Company's overall reputation. Public perception is critical to our continued corporate success. We provide accurate and timely information about our business to our investors, the media and the general public. We are very thoughtful about what we say when releasing information publicly.

If you receive an inquiry from the media, refer the media to and notify the Vice President of Communications and allow him or her to respond.

As a member of the HDT team, your conduct impacts the public perception of HDT. Following this Code of Conduct, behaving ethically and complying with legal requirements will help safeguard HDT's reputation.

Taking Action

We are all responsible for acting ethically. We must accept and fulfill our duties to each other.

I. Our Company

HDT updates and distributes this Code of Conduct to all employees. Through training and communication, we convey to employees our Standards of Business Ethics and Conduct. We enforce compliance with these standards.

We make the following available:

- Policies and procedures
- Training and education
- Confidential resources where you can get advice and make reports

II. Hotlines

A hotline is available to employees for reporting issues or violations of our Standards of Business Ethics and Conduct.

All conversations, calls and reports made in good faith will be taken seriously. We will investigate all reported concerns -- promptly and in confidence -- and resolve those concerns appropriately. If we find that our standards have been violated, we will take action, including imposing disciplinary action, implementing system-wide changes, or notifying the right governmental agency. Not only will we deal with a specific situation, but we will also make changes so that similar problems do not recur.

III. Managers and Supervisors

Managers and supervisors are expected to provide timely advice and guidance to employees on ethics and compliance concerns. The more we talk openly about business conduct and standards, the clearer we will be about what is expected. Managers and supervisors should:

- Lead by example
- Affirm the need to follow the laws, regulations and policies that control our business
- Encourage employees to ask questions and get advice before they act
- Consult with their business unit's ethics director
- Implement control measures to detect compliance risks
- Take prompt action to correct problems

IV. Employees

As an employee, you are expected to:

- Read, understand and use this Code.
- Learn the details of the policies that specifically impact your work assignments.
- Use the resources available to you for guidance and assistance.
- Take the training required to do your job.
- Cooperate with any internal investigations about a reported ethics or compliance matter.

When you are uncertain about the right course of conduct, ask questions and get answers before you act.

Taking Action (cont'd.)

V. Confidential Conversations

Conversations with your business unit's ethics director are treated confidentially consistent with our legal obligations and policies. You will be told if your identity is needed to address your question or concern satisfactorily.

Calls to our employee Hotline are confidential and will not be traced. You may remain anonymous when you call. We will attempt to protect the identity of anyone who makes a good faith report or inquiry consistent with our legal obligations. Be advised that anonymous communications sometimes make it very difficult to report back to you and may limit the thoroughness of our investigation.

VI. How the Hotline Works

You can always call our Hotline to express a concern, or report a possible violation of laws, regulations or policies. When reporting a concern, you may be asked to provide the time, location and names of the people involved and other details so that we can investigate your concerns. Every call to the hotline is handled promptly, discreetly and professionally. We will investigate reports of illegal or unethical conduct received through the Hotline, and take appropriate action to resolve each reported matter.

HDT ENGINEERED TECHNOLOGIES

BUSINESS ETHICS HOTLINE

1-877-776-3290

24 HOURS A DAY, 7 DAYS A WEEK

Taking Action (cont'd.)

VII. Investigating Suspected Violations of Our Standards

If you believe that someone associated with HDT has violated our standards, you are expected to bring the matter in good faith to the attention of your supervisor or manager, Human Resources or the Vice President, General Counsel so that we can conduct a prompt and thorough investigation. You can make reports by telephone, through email, by making an appointment to meet in person or by contacting our Hotline.

You have a personal responsibility to report activity that appears to violate laws, regulations, policies or this Code of Conduct.

VIII. Prohibition Against Retaliation

HDT will not retaliate against any person who brings to our attention in good faith an ethics or compliance issue. Individuals who raise concerns or who help us resolve reported matters are protected against retaliation. Anyone who uses the ethics and compliance program to spread falsehoods, threaten others or damage another person's reputation will be subject to disciplinary action. Discouraging other employees from making a report or getting the help they need is prohibited and could result in disciplinary action.

IX. Disciplinary Action

Violations of laws, regulations, principles, this Code of Conduct or our policies can have severe consequences for you and for HDT. Some violations may be criminal in nature and punishable by imprisonment. Violations can jeopardize our relationships with our customers and suppliers, and could result in loss of the privilege to do business in the United States or in other countries. Employees who violate the laws, regulations, this Code of Conduct or our policies or fail to take steps to prevent or detect such conduct are subject to disciplinary action up to and including dismissal.

Bottom Line, we are an ethical Company in both word and deed. We will not tolerate any unethical behavior. This is especially true in our relationships with our customers, business partners, and our employees. If anyone is aware of any deviation from this policy, you must tell us. We will confidentially and aggressively move to investigate the situation.