

CODE OF BUSINESS ETHICS AND CONDUCT

This Code of Business Ethics and Conduct (the "Code") provides guidance about expected business behaviors of Inter-Con Security Systems, Inc. and all of its affiliated companies (Inter-Con) as we work and interact with fellow employees, customers, suppliers and other stakeholders. The Code applies to all Inter-Con employees, including individuals working for Inter-Con as independent contractors.

Inter-Con is committed to conducting its business fairly, impartially, in an ethical and proper manner, and in full compliance with all applicable laws and regulations. Employees must act in accordance with the highest standards of ethical business conduct in the performance of their duties and responsibilities. It is Inter-Con's intent that this Code be reviewed yearly and modifications shall require approval by Inter-Con's Chief Executive Officer.

Our Code is structured in two parts. Part I, "Ethics Rules," discusses the main ethics rules to which Inter-Con Employees must follow, including any special Company procedure for implementation of each rule. Part II, "Code Compliance Procedures," discusses Inter-Con's guidance on obtaining clarification of the Code, the need to report possible violations, Inter-Con's commitment to investigating reports of possible violations, the range of disciplinary action that could be appropriate in the event of a violation, and the employee certification of compliance.

As discussed in Part II, if you have any questions about, or perceive a violation of, the Code, you have several options. You are generally encouraged to contact your supervisor (or, in some cases, an alternate supervisor) for most matters, but you may always contact the Human Resources Department, your Business Unit Lead (Country Manager, Vice President, or above), or the Legal Department. All these personnel comprise your "Ethics Team" (Business Unit Lead and Legal Department) which is intentionally comprised of these diverse elements in order to afford the employee maximum accessibility to the process. However, in any situation where you consider it impractical to raise your concern with a member of your Ethics Team, you should feel free to use Inter-Con's confidential Ethics and Compliance Hotline at 1-877-760-6119 or 1-855-495-5455 and ask for the Legal Department.

PART I: ETHICS RULES

Compliance with Laws, Rules and Regulations

Employees must follow the laws, rules and regulations in the specific locations in which Inter-Con operates.

Obedying the law, both in letter and in spirit, is the Inter-Con way of doing business. Employees are expected to use good business judgment, to comply with and to remain reasonably informed concerning the laws, rules and regulations relating to their lines of work and, when in doubt, employees should seek advice from a member of their Ethics Team or the appropriate subject matter expert.

Honesty and Integrity

Employees must act at all times with honesty and integrity.

It is integral to Inter-Con's business philosophy that its employees be honest and act with integrity in all their business interactions, both with fellow Inter-Con employees and outside parties. It is both illegal and unethical to knowingly make any false statements to outside parties, particularly to government officials. Employees should never misrepresent any Inter-Con product or service or the product or service of a competitor.

As a government contractor, Inter-Con's compliance with contract terms and conditions also is critical to the success of our business. Inter-Con depends on its employees to comply fully with both applicable law and the Company's contract requirements.

Workplace Culture

Respect in the workplace

All employees should respect their colleagues, as well as, the client and outside parties. We will not allow any kind of discriminatory behavior, harassment or victimization. Employees should conform with our equal opportunity and harassment policy in all aspects of their work, from recruitment and performance evaluation to interpersonal relations. The workplace is not the place to discuss politics, sex, sexual orientation, religion, or use any language or words that can appear to be harassing or discriminating against someone based upon their personal beliefs, membership in a protected class, or other matters of personal concern. Inter-Con expects its employees to avoid these conversations whether on-duty or during breaks while in the physical area of the workplace. We rely upon each employee's behavior to ensure a harmonious work environment for everyone.

Conflicts of Interest

Employees are prohibited from having a conflict of interest between their personal interests and responsibilities as Inter-Con employees. Examples of types of conflicts of interest are as follows:

Personal Relationships Outside of Inter-Con

Employees may not have inappropriate personal relationships with government officials, other customers or suppliers.

An inappropriate personal relationship with Inter-Con customers or suppliers creates an apparent, and potentially an actual, conflict of interest between an employee's personal interests and the employee's duty to Inter-Con. Examples of inappropriate personal relationships include: romantic

relationships and close family relationships. These relationships can give rise to a division of loyalty of the employee (and a division of loyalty for the other individual involved) and thus do not serve the best interests of Inter-Con or the other organization. In some cases such circumstances are illegal. For example, Inter-Con employees are prohibited from having a romantic relationship with a government official if the government official's duties include matters involving Inter-Con. Inter-Con employees are also prohibited from doing business with any company in which an immediate family member (i.e. spouse, child, sibling, and parent) has a financial interest. Because the subject of personal conflicts of interest can be fact specific, employees must report any potential conflicts of interest to a member of their Ethics Team. Upon review of the situation, the Chief Executive Officer may provide consent and approval of the circumstances.

Personal Relationships within Inter-Con

Employees may not have inappropriate personal relationships within Inter-Con.

An inappropriate personal relationship between persons working within Inter-Con, in any capacity, exists when the relationship is between family members or romantic (including marriage) and involves one person who has supervisory responsibility over the other at any level of the organizational chain. The supervisory relationship need not be a direct line relationship. The prohibition against these relationships can be violated regardless if the employees are removed or separated in the supervisory chain. Inter-Con understands that these types of relationships can develop in the workplace, and if such a situation develops it is incumbent upon the individuals involved in the relationship to immediately advise an appropriate member of their Ethics Team. So as to avoid even the appearance of discriminatory practices, Inter-Con will not stipulate what action should occur in response to the situation. Upon review of the situation, the Chief Executive Officer may provide consent and approval of the circumstances. However, Inter-Con will take appropriate and disciplinary action on both parties that are in violation of this section, if not voluntarily disclosed. Additionally, transfers within Inter-Con cannot be made that will result in a violation of this section.

Outside Employment

Employees may not engage in outside employment that might affect any of the Inter-Con's interests.

Inter-Con employees are prohibited from working at any second job that could potentially affect Inter-Con's business interests. Supervisors, Managers, or Administrative Staff may never accept outside employment with our competitors, suppliers, or customers. Outside employment of an apparently unrelated nature may still lead to an unintended conflict. A Supervisor, Manager, or Administrative Staff employee must obtain written approval from the Legal Department in order for any second job, existing or anticipated, not to be considered a conflict of interest. Under no circumstances may an Inter-Con employee use Inter-Con uniforms or equipment in connection with other employment and any knowledge of another Inter-Con employee engaging in such conduct must be immediately reported to your Supervisor or an appropriate member of your Ethics Team.

Financial Interests

Employees may not have financial interests in any Inter-Con supplier, customer, or competitor.

Employees may not have a personal financial interest in any Inter-Con supplier, customer, or competitor, without the consent and approval of the Chief Executive Officer, because such an interest could affect the employee's objectivity or judgment in carrying out his or her job responsibilities. A personal financial interest includes any ownership interest in, or loans to, a supplier, customer, or competitor, except that Inter-Con employees may own less than 5% of the stock of any publicly-traded company. These rules apply to personal financial interests of an employee and any immediate family member (i.e. spouse, children, siblings, and parents) of an employee.

An employee's personal business relationships should never influence the decisions the employee makes for the Company. An employee must disclose to a member of their Ethics Team any financial interest, as defined above, that the employee, or an immediate family member (i.e. spouse, child; sibling, or parent), might have in our suppliers, customers, or competitors.

Gifts to Customers (Gratuities and Bribery)

Employees must exercise moderation and sound judgment in making gifts to customers and, when dealing with U.S. or foreign government officials, must abide by the restrictive laws discussed below.

Gifts are a normal part of commerce, but all employees must be very careful in complying with applicable law and Inter-Con rules in this area. A "gift," for purposes of this Code, is defined broadly as anything of value exchanged without payment of fair compensation for the item or service. Gifts can take almost any form, including meals, entertainment, tickets or invitations to performances, golf outings, discounts, loans, forbearances, lodging, transportation, honoraria, or any other thing of value.

Many gifts to potential and current customers are perfectly legal. Others, depending on the circumstances, can constitute illegal gratuities or bribery. The following subsections contain slightly different rules for gifts made to, respectively, U.S. Government, commercial and foreign government customers.

Gifts to U.S. Government Officials

Under applicable law, any gift offered or given to an employee of the U.S. Government, where no consideration of equal or greater value is received, may be an improper gift, an illegal gratuity, or a bribe, depending on the circumstances and intent. The items or services involved can take almost any form, such as meals, entertainment, or any other thing of value.

Federal criminal law prohibits the offering, promising, or giving of anything of value to a government employee for (or because of) an official act performed or to be performed by the public official -- i.e., a "gratuity," or with an intent to influence such individual in the performance of an official act -- i.e., a "bribe". Even a seemingly innocent gift to a government official might be improper under the federal gift rules. What is, and is not, permitted is not always intuitive.

To steer clear of possible violations, Inter-Con expects its employees not to offer or give anything of value to any government official or to do anything that may have even an appearance of improperly influencing a government official. Employees may, however, offer government officials:

Modest refreshments (such as coffee, soft drinks, and snacks); and

Advertising or promotional items, e.g., paperweight, key chain, tote bag, coffee mug, with a clear market value of \$20 or less per occasion, not to exceed \$50 (from the entire Company) per calendar year. A meal valued at \$20 or less is not itself illegal, but employees should exercise sound judgment in determining whether any such gift is appropriate and be sensitive to the possible appearance of impropriety.

Gifts to Commercial Customers

The strict \$20/\$50 limits applicable to gifts to government officials are not applicable to commercial customers. However, Inter-Con always seeks to win business on the basis of quality, price, excellent service, and fair contract terms and conditions. Inter-Con expects all employees to exercise moderation and prudent judgment in offering gifts to customers. In this regard, employees must abide by the following rules:

- The gift may not be in the form of cash, stocks, or bonds. No employee may ever offer cash under any circumstance.
- The gift should not be lavish and should not pose a potential embarrassment to Inter-Con.
- The gift must be in accordance with normally accepted business practices (e.g., business lunches, holiday gifts, promotional items), and to the best of our knowledge comply with the customer's corporate policy.
- The gift must be legal and consistent with any generally accepted ethical practices in the governing jurisdiction.
- Employees wishing to make a gift in excess of \$20 per occasion, or exceeding \$50 (from the entire Company) per calendar year, should coordinate those actions with their Business Unit Lead or the Legal Department before doing so.

By these rules, the Company does not intend to eliminate normal business entertainment, which in many cases is not the same as a gift. However, the cost and nature of the entertainment should be planned and carried out, under supervisory approval, in a way that appropriately and reasonably furthers the conduct of the business of Inter-Con.

These rules also do not mean that customers may not, at Inter-Con's expense, be transported to and shown Company facilities as part of a normal sales effort.

Gifts to Foreign Public Officials

The Foreign Corrupt Practices Act ("FCPA") prohibits giving 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. The FCPA additionally prohibits the use of false

records or accounts in the conduct of foreign business. It is also essential that Inter-Con does not allow or condone international consultants to engage in any actions prohibited by the FCPA, as their actions could be attributed to Inter-Con. Employees must receive advance approval from their Business Unit Lead or the Legal Department before offering or giving any items to foreign public officials, or authorizing any other individual to do so.

Kickbacks and Other Gifts between Companies

Employees may not offer or receive any gift ("kickback") when dealing with other contractors in the chain of commerce, if the gift is designed to influence or reward favorable treatment.

It is also normal for companies to make gifts to other companies apart from the ultimate customer, such as business meals and promotional items. Again, many such gifts are perfectly legal and appropriate. Others, depending on the circumstances and/or intent, can constitute an illegal kickback or otherwise interfere with sound business judgment in the best interest of Inter-Con.

In dealing with higher-tiered contractors and subcontractors, including vendors/suppliers, in the context of a government contract, Inter-Con must comply with the Anti-Kickback Act of 1986. This law, among other things, prohibits government subcontractors and prime contractors from providing or receiving anything of value (the "kickback") for the purpose of obtaining or rewarding favorable treatment, including influencing a procurement action. Federal law also requires the Company to report any possible kickback activity. Therefore, in this area of the law in particular, the Company depends on its employees to report to a member of your Ethics Team any activity of which an employee becomes aware that appears to be a kickback, in order to help keep Inter-Con in compliance with the law.

Because much of Inter-Con's business is with government customers, the Anti-Kickback Act of 1986 controls much of our collective conduct. Even purchases made to support operations generally (e.g., overhead and general and administrative) largely affect our government contracts, albeit indirectly. Kickbacks can also be illegal even outside the government contract context. The Company forbids kickbacks in any business context.

For employees who place orders or have influence over decisions regarding orders with subcontractors/vendors/suppliers, Inter-Con requires these employees to base all prices, terms, conditions, and agreements on sound business judgment. These employees must show no favoritism or preference to anyone at the expense of the Company.

Inter-Con expects all employees to exercise moderation and prudent judgment in offering and receiving gifts to/from other companies. In addition to the prohibition against kickbacks, employees must abide by the following rules:

- The gift may not be in the form of cash, stocks, or bonds. No employee may ever offer or receive cash under any circumstance.
- The gift should not be lavish and should not pose a potential embarrassment to Inter-Con.

- The gift must be in accordance with normally accepted business practices (e.g., business lunches holiday gifts, promotional items), and to the best of our knowledge comply with the recipient's corporate policy.
- The gift must be legal and consistent with any generally accepted ethical practices in the governing jurisdiction.
- Employees must report gifts received of a value greater than \$20 per occasion, or exceeding \$50 per calendar year, to their supervisor, Business Unit Lead or the Legal Department.
- Employees wishing to make a gift in excess of \$20 per occasion, or exceeding \$50 per calendar year, should coordinate those actions with their supervisor, Business Unit Lead, or the Legal Department.

To help ensure the Company does business fairly and impartially, Inter-Con depends on the good judgment of its employees to be sensitive to the provision of meals and other gifts to ensure that they do not constitute kickbacks or otherwise interfere with sound business judgment. Inter-Con expects its

employees to anticipate situations that might arise, and to discuss any issues with an appropriate Inter-Con Supervisor, Ethics Team or Legal Department personnel.

By these rules, Inter-Con does not intend to eliminate normal business entertainment which, in many cases, is not the same as a gift. However, the cost and nature of the entertainment should be planned and carried out in a way that appropriately and reasonably furthers the business of Inter-Con.

Confidential or Proprietary and Source Selection Information

Employees may not solicit or receive a competitor's confidential or proprietary information or source selection information during the course of a procurement.

Seeking to obtain, obtaining, or accepting the confidential or proprietary information of a competitor or source selection information during the course of a federal procurement can constitute a violation of the Procurement Integrity Act. "Source selection information" includes proposed prices, source selection and technical evaluation plans, evaluations of proposals, competitive range determinations, rankings of proposals, source selection reports, or other information explicit labeled as source selection information. Inter-Con strives to avoid even the appearance of impropriety during the course of a procurement. Therefore, employees should be very sensitive to situations whereby they may be afforded access to the confidential or proprietary information of competitors or any sort of source selection information. Any known or suspected access to, acceptance of or use of confidential or proprietary source selection information should be immediately reported to the Legal Department.

Contingent Fees

Employees may not arrange for the payment of contingent payments for success in securing a contract.

A "contingent fee" is any commission, percentage, brokerage, or other fee payable to a consultant or other outside party contingent on the success that Inter-Con has in securing a contract. In the realm of U.S. government contracts, contingent fees can be illegal in some circumstances. Even outside the context of government contracts, Inter-Con must exercise a high level of due diligence in its transactions with any

consultant or other outside party to ensure that the agent is a reputable individual who does not resort to improper means to influence a customer's source selection decision.

Because the law pertaining to contingent fees is complex, Inter-Con does not permit its employees to arrange for any contingent payments to any consultant or other outside party without the approval of the Legal Department.

Recruiting and Hiring Government Employees

Employees may not engage in the recruitment or hiring of government officials without the approval of the Legal Department.

A number of complex laws govern the recruiting and hiring of U.S. Government employees. Generally, there are restrictions that apply to a group of government officials, primarily those who were "personally and substantially" involved in one or more of Inter-Con's contracts or who, through the chain of command, were in some sense responsible for one or more of Inter-Con's contracts. Such individuals are banned from later representing Inter-Con's interests with respect to the Inter-Con contracts in which they were involved as government officials.

The one-year ban of the Procurement Integrity Act prohibits a former government official from accepting any compensation from a contractor as an employee, officer, director, or consultant of the contractor within one year after such former official took certain actions or served in certain roles with regard to a procurement in which that contractor was selected for award of certain contracts. This one-year ban on accepting compensation relates to a former: procuring contracting officer; contracting officer representative; source selection authority; member of a source selection evaluation board; chief of a financial or technical evaluation team in the procurement; program manager or deputy program manager; administrative contracting officer; project manager; or other government official who made any of various significant decisions with respect to the contract. This prohibition applies to hiring the former government official to work for Inter-Con in any capacity.

There are fairly detailed regulations describing exactly what sort of activity is and is not permitted of former government officials, and, as with any other aspect of the Code, the unique circumstances you face should be discussed with an appropriate Inter-Con official to determine how the law applies in your particular situation. Because of the potential complexity of the law in this area, Inter-Con's approach is as follows: no Inter-Con employee should recruit, or advocate the hiring of, a former government official, including military personnel associated with a current or potential Inter-Con contract, without fully disclosing the particulars of the situation to, at a minimum, his or her supervisor; employees should report immediately to a member of the Ethics Team any attempt by a government official to initiate such discussions; and employees may not engage in any discussion with a current government official on the subject of possible employment Inter-Con without the approval of the Legal Department.

National Security

As a contractor with the United States Federal Government, Inter-Con has a special obligation to comply with those government laws that protect our nation's security and safeguard our nation's secrets. The unauthorized possession of classified documents or classified information in any form or the failure to

property safeguard such information can endanger the security of our country and may be punishable under the espionage laws, among other applicable laws.

Employees possessing a valid security clearance and requiring access to specific classified information must ensure they handle such information strictly in accordance with the procedures and guidelines set forth by the applicable department or agency for safeguarding classified information. Any contact with Foreign Officials must be reported to the Inter-Con Facility Security Officer (FSO)

Suspended and Debarred Contractors

Contractors that have committed certain specified offenses that indicate a lack of business integrity or responsibility may be suspended or debarred from doing business with the U.S. Government and many state and local governments. The names of the contractors suspended or debarred from federal government contracting appear on the List of Parties Excluded from Federal Procurement and Non-procurement Programs ("excluded parties list"), which is available on-line at <http://epls.arnet.gov>. U.S. law generally prohibits contractors from entering into subcontracts in excess of \$25,000 with companies that have been suspended, debarred, or proposed for debarment.

Inter-Con's requirement is to refrain from doing business with any contractor or subcontractor that has been suspended or debarred by federal, state, or local governments. Any employee who has reason to believe that a contractor with whom Inter-Con intends to contract is suspended or debarred must notify immediately his or her supervisor, Business Unit Lead, or Legal Department.

Export Control

United States export control laws and regulations, including the International Traffic in Arms Regulations ("ITAR"), prohibit companies from exporting defense-related and certain commercial dual-use products technology to foreign countries or releasing controlled technology to foreign persons, whether inside or outside of the U.S., without a license or other appropriate legal authorization. In addition, United States law prohibits (absent licenses) dealings with certain "sectioned" or "embargoed" foreign countries, governments, companies and individuals.

Company Resources and Property

Employees must use company telephones, computers, and other assets only for Company purposes, unless expressly permitted by their Business Unit Lead or the Legal Department.

Employees may use Company resources only for proper Inter-Con business purposes. Company resources include but are not limited to: telephones, email, Internet access, voice mail, faxes, computers, equipment, and vehicles. Inter-Con Business Unit Leads or the Legal Department may authorize limited personal use of Company resources where such use is narrow in scope, does not occur during working periods, and/or does not interfere with Company affairs. Business opportunities are also Company resources. Inter-Con employees may not, unless specifically permitted in writing by their Business Unit Lead or Legal Department, engage in any business activities outside of Inter-Con if the business opportunity was discovered using Company resources or through the course of Inter-Con Business activities.

Intellectual Property

Employees may not use the Company's intellectual property for personal purposes.

The information, ideas, and inventions conceived, created, developed, or put into practice as a result of the expenditure of Company resources belong to Inter-Con. This includes the information, ideas, and inventions conceived, created, developed, or put into practice while performing work for the Company, on Company time, or by using property belonging to Inter-Con, regardless of whether the ultimate source of the funds was the U.S. Government. Employees are not permitted to use or commercialize such information, ideas, and inventions for non-Inter-Con purposes without Inter-Con's written consent.

Employees also must take care not to violate copyright, trademark, or patent protection laws. Employees are not permitted to improperly infringe copyright, trademarks, or inventions, including, for example, articles, software, or the logo of a supplier.

Information Protection

Employees must safeguard the Company's confidential or proprietary information.

Inter-Con employees must safeguard the Company's confidential or proprietary information. As a general matter, this information belongs to the corporation as a whole, not to any particular employee. Each employee receives the Company's confidential or proprietary information in confidence. No employee is authorized to use the confidential or proprietary information for his or her own personal use or gain, without express authorization to do so. As a general matter, employees should disclose this confidential or proprietary information internally only on a need-to-know basis and should not disclose this confidential or proprietary information to outside parties except in furtherance of Inter-Con's legitimate business interests and, then, typically should do so only pursuant to a written nondisclosure agreement with the recipient organization. Employees must take care to avoid inadvertent disclosure of such confidential or proprietary information.

Similarly, employees must protect the confidential and proprietary information of Inter-Con's teaming partners, suppliers, customers (both government and commercial), and joint venture partners with at least the same degree of care as they would the Company's confidential or proprietary information. Inter-Con also expects employees not to seek out or accept confidential or proprietary information from any competitor or customer unless the Company is entitled to receive it.

Confidential or proprietary information includes Inter-Con employee information and data, which is to be used only for valid business purposes. This includes personnel file information, medical records, and home addresses.

Antitrust Laws

Employees may not engage in anti-competitive practices.

Antitrust laws are designed to protect free economic competition. For most employees, compliance with antitrust laws is met by simply adhering to the fundamental principle that, in all competitions, Inter-Con independently determines the pricing, delivery dates, fees, and other contractual terms offered to customers.

To help employees unfamiliar with antitrust laws recognize anti-competitive conduct, the following is an illustrative list of illegal activities:

- Bid Rigging: Any agreement to refrain from bidding, to bid at a certain price, or to submit a bid that is obviously less favorable than a competitor's bid.
- Price Fixing: Any agreement, even oral agreements or implicit understandings, to adhere to certain prices. Almost any communication among competitors relating in any way to current or future prices or other terms and conditions of sale or purchase is problematic.
- Reciprocity: A practice of purchasing from a vendor because it agrees to make purchases from Inter-Con.
- Refusal to Deal: Any agreement among competitors to refuse to sell to or purchase from any person.
- Territorial or Customer Allocation: Any agreement among competitors that contemplates or results in a division or allocation of geographic regions or customers to be served.

Inter-Con's approach is to make sales and purchases on the basis of the excellence of our products and services, fair pricing, and honest salesmanship. Inter-Con employees may not seek, obtain, or retain business by engaging in any illegal anti-competitive conduct. To avoid the appearance of impropriety, Inter-Con employees should avoid even informal or casual conversations with representatives of Inter-Con's competitors regarding process or products, and should never make inaccurate or malicious statements about Inter-Con's competitors.

When dealing with suppliers or consultants, Inter-Con employees 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 Inter-Con;
- Obtain advice from the Legal Department, regarding doing business with former Inter-Con personnel or present or former board members;
- Do not accept gifts of more than nominal value;
- Ensure that meals provided by a supplier or consultant are associated with a meeting that serves a valid business purpose.

Note that there is nothing improper in selling Inter-Con services to companies that happen to be Inter-Con suppliers, or in buying from suppliers who happen to use Inter-Con services, provided this does not result from the practice of reciprocity.

Industry Associations

Employees involved in industry associations must be sensitive to anti-trust situations and take care to protect sensitive Company information.

Inter-Con encourages participation in industry associations, but participants should be sensitive to certain ethical issues that could arise in that context. Industry associations, by their nature, involve meetings and

discussions with competitors, and employees must take care to avoid antitrust problems, as well as the disclosure of Inter-Con's unclassified but sensitive business information. Employees should be aware that joint action that is illegal under the antitrust laws is not made legal because it occurs as an outgrowth of industry association participation.

Employees should not answer industry association questionnaires asking for information relating to prices or other terms, and conditions of sale or purchase. Employees should forward all such questionnaires to the Legal Department. If the subject of illegal reciprocity, refusal to deal, or territorial or customer allocation is mentioned during an industry association meeting, our employee must leave the meeting immediately. The employee must then report the circumstances to the Legal Department.

Contract Compliance

Employees must do everything practical to ensure compliance with Inter-Con's contracts.

Inter-Con complies 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 and contractual procedures. In order to ensure Inter-Con's compliance with the terms of our contracts, Inter-Con employees must always perform all tests in accordance with the terms of the contract and document how Inter-Con has met its contract obligations. Inter-Con shall never make substitutions, including those affecting personnel, without following the specific procedures in the affected contract.

Timekeeping

Employees must accurately record and charge their time to the proper account.

All employees are expected to help in the crucial task of maintaining the integrity, effectiveness, and accuracy of our timekeeping system. To ensure that costs are allocated and charged in accordance with government regulations, each employee is responsible for recording his or her time accurately and on a daily basis.

Books, Records, and Accounts

Employees may never falsify any Company record.

Inter-Con has a critical responsibility to accurately, fairly, and in reasonable detail reflect transactions and dispositions of assets in its books, records, and accounts. Inter-Con may not make, for any reason, any false or misleading entries in its books and records (including tax returns). Inter-Con may not establish or maintain any unrecorded fund or asset of the Company for any reason.

Inter-Con depends on its employees involved in maintaining Inter-Con's books, records, and accounts to help it meet this critical responsibility. Employees may not affect any transaction and no payment may be made on behalf of Inter-Con with the intention or understanding that the transaction or payment is other than as described in the documentation evidencing the transaction supporting the payment.

Equal Employment Opportunity

Employees may not discriminate on the basis of race, color, sex, national origin, age, religion, disability.

Inter-Con is committed to a Policy of equal opportunity and treatment for all employees and prospective employees, regardless of race, color, sex, national origin, age, religion, disability, or other protected status. Each employee also has the right to be free from harassing conduct at work. For additional reference, please see our *Equal Employment Opportunity Policy*.

Substance Abuse

Inter-Con will not tolerate the use of illegal drugs or the excessive use of alcohol.

Inter-Con will not tolerate the use of illegal drugs or the excessive use of alcohol. These types of actions are inconsistent with the behavior Inter-Con expects of its employees; subjects all employees and visitors to our facilities to unacceptable safety risks, and undermines the Company's ability to operate effectively and efficiently. For additional reference, please see our *Drug and Alcohol Free Workplace Policy*.

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Please Note: The Code reflects general principles to guide employees in making ethical decisions and cannot and is not intended to address every specific situation. While quite specific, the Code is only a guide. As such, nothing in the Code prohibits or restricts Inter-Con from taking any disciplinary action on any matters pertaining to employee conduct, whether or not they are expressly discussed in the Code. The Code is not intended to create any expressed or implied contract with any employee or third party. The Chief Executive Officer of Inter-Con has the exclusive responsibility for the final interpretation of this Code. The Code may be revised, changed or amended at any time by the Chief Executive Officer of Inter-Con.

In the event you are covered by a collective bargaining agreement that was negotiated with Inter-Con and ratified by your union, the terms and conditions of your employment are governed under the collective bargaining agreement in effect. However, if a particular subject is not addressed in your collective bargaining agreement, then the terms and conditions of this Code of Business Ethics and Conduct policy and Inter-Con's policies and procedures will govern over that subject.

PART II: CODE COMPLIANCE PROCEDURES

This section of the Code discusses Inter-Con rules on seeking clarifications of the Code, the need to report possible violations, Inter-Con's commitment to investigating reports of possible violations, the range of disciplinary action that could be appropriate in the event of a violation, and employee certifications.

Making Ethical Decisions

Ethics rules can be complex and this Code cannot expressly address all situations that may arise. The information in this Code will help you work through most difficult business issues and dilemmas. But if the answers to some problems may not be obvious, take the extra time to objectively think through these questions:

- Have I reviewed the facts carefully?
- Do I have all the facts?
- 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?
- Does it feel right?
- How would someone on the outside react?
- Will my decision stand the test of time?

Getting Help

Employees are strongly encouraged to seek clarification of this Code whenever the employee has a doubt or an uncertainty on its meaning or application. 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. When in doubt, ask.

Inter-Con has a diverse "Ethics Team" available to every employee for advice and assistance. The members of an employee's Ethics Team are: (1) the employee's supervisor; (2) the Human Resources Department, (3) the employee's Business Unit Lead, or (4) the Legal Department. The Company anticipates that many questions can be resolved through discussion with a manager, but employees should feel free to contact any other member of the Ethics Team, as they see fit. In any situation where you are uncomfortable, or it is impractical to raise your concern with a member of your Ethics Team, you should use the Inter-Con Ethics and Compliance Hotline. United States-based callers may dial 1-877-760-6119 or 1-855 495-5455 and ask for the Legal Department.

Corporate Ethics & Compliance

To ensure continuing attention to matters of ethics and compliance on the part of all Employees, Inter-Con's Management Team has commissioned each Business Unit Lead as an active member in the area of Corporate Ethics & Compliance. On the subject of Corporate Ethics & Compliance, each Business Unit Lead reports to the Chief Executive Officer. Each Business Unit Lead is responsible for managing and administering the corporate-wide ethics and compliance program, reviewing and implementing ethics

awareness and compliance training and related communication initiatives. The Inter-Con Legal Department is responsible for establishing processes for tracking, investigation, disposition and review of compliance and ethics matters and other issues. The Legal Department is responsible for responding to calls into Inter-Con's Ethics Hotline. The Legal Department and Business Unit Leads will periodically report to the Chief Executive Officer regarding key findings and developments relating to ethics and compliance matters and investigations as well as the overall effectiveness of Inter-Con's compliance and ethics program. The Business Unit Leads collaborate to review their program and provide updates as to the Chief Executive Officer and others as needed.

Responsibilities of Managers and the Rest of the Ethics Team

Inter-Con supervisors are expected to be on the "front lines" 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 the Rest of the Ethics Team must:

- Lead by example;
- Maintain a work environment conducive to communicating ethics concerns;
- 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;
- Take any action necessary to communicate ethics concerns, including use of the Ethics Hotline, and discussion with the appropriate Business Unit Lead;
- Implement control measures to detect compliance risks;
- Take prompt action to correct problems; and
- Ensure that all employees follow the principles of the Code.

The rest of the Ethics Team -- the Human Resources Department and Business Unit Leads -- also play a front line role. The diverse composition of this Team is designed to afford the employee at any location as much access as possible to this process. This Ethics Team, which includes the employees' supervisor, also serves the purpose of assisting with other concerns the employee may have, and thus the Ethics Team will guide the concern to the appropriate avenue for resolution. Generally speaking issues of a pure ethical nature will be guided through the chain to the Legal Department, and concerns of pay and employment related matters will be guided through to the Human Resources Department.

Reporting Possible Violations

Inter-Con's rule concerning reporting and investigating possible violations of the Code is as follows. The Company depends on you to be alert and sensitive to situations that could involve suspected violations of this Code. Prompt reporting of suspected violations is ultimately in the best interest of both Inter-Con and the employee making the report. Any Inter-Con employee who becomes aware of a possible violation of the Code, including any possible illegal activity, must report the situation. The sooner the report is made the better. You may make a report to any member of your Ethics Team. Your cooperation is vital to the success of our ethics program.

If you wish to ask an anonymous question about the Code or make an anonymous report of a known or suspected violation of the Code, you should use the Ethics and Compliance Hotline. This hotline is an anonymous reporting tool that facilitates the reporting of known or possible violations of the Code, when the reporting party does not wish to use the normal channels of communication, or such channels have proven ineffective. The Ethics Hotline is available to employees, as well as clients, vendors and others in a business relationship with Inter-Con. If you are unsure about where to go with your concerns, or you are uncomfortable reporting through normal channels of communication, or wish to raise the issue anonymously, you should access the Ethics Hotline.

- To access the Hotline by telephone: United States-based callers may dial 1-877-760-6119 and ask for the Legal Department. International callers may place a collect call to 626-535-2269 and ask for the Legal Department.

When reporting a concern, you may be asked to provide the time, location, names of the people involved, and other details so that we can appropriately investigate your concerns. Every communication using the Ethics Hotline is handled promptly, discreetly, confidentially, and professionally.

Regardless of how an employee reports a possible violation of the Code, Inter-Con will seek, to the extent practical and appropriate under the circumstances, to maintain the confidentiality of the employee and of those employees who participate in any investigation. Inter-Con also will not tolerate retaliation in any form, direct or indirect, against anyone who, in good faith, reports a known or possible violation of the Code or who participates in the investigation, even if sufficient evidence is not found to substantiate the concern. Inter-Con will take appropriate action against any individual determined to be engaging in retaliatory conduct, which itself is a serious violation of this Code. Acts of retaliation should be reported immediately to the Legal Department.

Employees should be aware that when investigating ethical violations, the Ethics Team and those assisting such persons are obligated to act in the best interests of Inter-Con, and do not act as personal representatives or lawyers for employees.

Response to Reports of Possible violations

The Legal Department is responsible for the review, investigation, and response to all reported Code violations. The Legal Department may consult with one or more members of Inter-Con's senior management in the course of reviewing, investigating, and responding to such reports. The response to a

report of a suspected unethical or illegal practice will consist, in every instance, of a review and/or investigation of the report. The scope and nature of the review or investigation and report will depend on the nature of the possible violation and other facts relevant to the matter at hand. The Legal Department may then report their findings, conclusions, and recommendations to the Chief Executive Officer, and other member of Inter-Con's senior management, will decide what actions to take. The actions will include any steps necessary to correct or prevent any actions judged to be illegal, unethical, or otherwise unwarranted.

Each report is investigated and, if substantiated, resolved through appropriate corrective action and/or discipline.

Government Investigations of Business Activities

Many of Inter-Con's business activities are in areas that, from time to time, may be the focus of written or oral inquiries or investigations by government agencies. In each instance, the Legal Department will coordinate the response to such inquiries or investigations, including any Government requests to interview employees.

Inter-Con's requires its employees to respond promptly and truthfully to, and cooperate fully with, all government investigations. Employees must refer all written inquiries or requests for documents to the Legal Department for response. If a government official makes what appears to be an investigational inquiry by telephone or in a visit or a meeting, Inter-Con expects you to respond that you will contact him or her after consulting with the Legal Department. Investigations of this kind are very serious, and the government may consider any response from an employee to be the official position of Inter-Con. As soon as possible after the contact, the employee should notify the Legal Department of contact and/or the government's request.

Note that requests from government or contractor personnel performing U.S. Government security clearance background investigations do not constitute government investigations into business activities for the purposes of this section.

Prohibition on Retaliation

Inter-Con prohibits retaliation and/or retribution against any person who in good faith reports an ethical concern or violation of the Code. However, anyone who uses the Code to spread falsehoods, threaten others, or damage another person's reputation without reasonable basis to believe that Code has been violated or that the allegations are true will be subject to disciplinary action up to and including termination.

Disciplinary Action

Employees should recognize that it is in our collective interest that Inter-Con consider any violation of the Code very seriously. The Company will take disciplinary action against any employee who:

- Violates any section of the Code of Business Ethics and Conduct Policy; or
- Participates in, authorizes, condones, or conceals actions that violate these standards; or
- Fails to notify the Legal Department or a Business Unit Lead of a violation of this Code that has been reported to them; or
- Retaliates against an employee who reports a violation of the Code.

Violations of this Code may result in one or more of the following actions:

- Verbal Warning or Written Reprimand
- Probation
- Demotion

- Reduction in Pay
- Suspension or Termination
- Damage or Loss Reimbursement
- Referral for Civil Action or Criminal Prosecution

This policy is not intended to preclude or dissuade employees from engaging in legally protected activities/activities protected by state or federal law, including the National Labor Relations Act, such as discussing wages, benefits, or terms and conditions of employment[, forming, joining, or supporting labor unions, bargaining collectively through representatives of their choosing, raising complaints about working conditions for their and their fellow employees' mutual aid or protection, or legally required activities.

Certification

Because of the importance of ethical and lawful business conduct at Inter-Con, each employee when initially employed or at inception of the Code is required to sign the attached certification in the block "Initial Compliance Certification," which states that he or she has read and will comply with the Code. New employees should return certificates with their completed pre-employment paperwork through their Hiring Manager to the Inter-Con Human Resources Department. To ensure that all employees remain familiar with the Code over the course of their employment with Inter-Con, employees will also be expected to review this Code annually or at such times as may be designated by Inter-Con. Employees should keep copies of this policy and their signed certification for their own records. These certifications and acknowledgements are important in ensuring that we have the confidence that each of our colleagues understands and is fully committed to Inter-Con's ethical and lawful operation.

Thank you for your support and commitment to the success of Inter-Con's ethics compliance program.

Note: Page 19 of 19 of this Policy is the Employee Acknowledgement Page, which shall be executed by the Employee. Return completed form to your supervisor. They will forward it to Corporate Human Resources.

CODE OF BUSINESS ETHICS AND CONDUCT

ACKNOWLEDGEMENT

My signature below indicates my receipt and understanding of the Inter-Con Code of Business Ethics and Conduct Policy (ICL-11004). Because the general business atmosphere of Inter-Con and regulatory conditions are always changing, the contents of this policy may be changed at any time at the discretion of Inter-Con.

Employee Signature

Date

Printed Name of Employee