



Taony Corporation Standards of Professional Conduct

Dear Taony Associates:

In our highly competitive business, the continued success of Taony Corporation depends, to an important degree, on the integrity of our people. If we are to accomplish our mission, all Taony associates must commit themselves to the highest standards of professional conduct.

I urge you to read these standards carefully and refer to them often. By fully understanding its policies and integrating them into your everyday activities, you will help ensure both your personal satisfaction and the continued success of Taony Corporation.

Sincerely,

Ken Taony
Chief Executive Officer

PERSONAL INTEGRITY

Associates:

Maintaining the highest standard of conduct in all matters relating to Tacony Corporation business is a fundamental personal responsibility of each associate. Anything less than this standard puts at risk the company's reputation in the marketplace.

In the event a business opportunity would require you to compromise your personal integrity, Tacony expects that you forgo such opportunity. Any such incident should be promptly reported to your immediate supervisor.

By avoiding conflicts of interest and other behavior that might reflect unfavorably on Tacony, you help preserve the fine reputation Tacony has earned in the marketplace.

Through our associates' efforts, Tacony will enhance its reputation as a desirable company with which to do business.

Managers:

Managers have the additional responsibility of helping associates who report to them to understand and adhere to Tacony's Standards of Professional Conduct. A copy of this booklet is to be given to each associate. You should clearly communicate the importance the company places on ethical conduct and ensure that your staff understands the procedures for reporting possible violations of the company's policies.

OPEN DOOR POLICY

When you feel a matter should be brought directly to the attention of a senior executive, rather than to your immediate supervisor, you have both the right and privilege to see such a person, without having to ask permission through a chain of command. You will not be questioned by your supervisor as to why you elected to see a senior executive nor will such a conference be viewed in any negative manner.

CONFLICTS OF INTEREST

You should be careful to avoid situations in which your personal interests conflict or appear to conflict with the interests of Tacony Corporation. Associates should refrain from transacting business with any person or company which provides services or other items of value to Tacony other than in connection with the responsibilities of their position without prior consent of our General Counsel.

Associates are also precluded from engaging in any outside business interest or additional employment which would occupy so much of their time as to impair their ability to satisfactorily perform their job. No associates may use Tacony Corporation facilities, property or working time to promote their non-Tacony interests or those of a third party.

Tacony Corporation encourages participation in civic and political activities during your free time. If you take part in political and civic activities, you do so as an individual citizen, not as a representative of Tacony Corporation. All activities should avoid any conflict of interest between your personal interest and your employment at Tacony.

CONFIDENTIALITY

Your employment at Tacony Corporation may give you access to information of a confidential nature. This information should only be discussed with Tacony associates who have a need to know. You should never communicate confidential information to outside parties without prior written approval from senior management. If you have any questions regarding the propriety of sharing information, consult your supervisor prior to discussing with any other party. Violations of confidentiality could lead to dismissal.

PROPRIETARY INFORMATION

You will likely generate or be exposed to confidential information concerning company asset and/or business methods that is generally not known by either the general public or our competitors. Such information could include marketing and strategic plans, discoveries and/or inventions and information received by Tacony in confidence from others. You must not discuss or disclose this information outside your work for Tacony unless authorized by senior management.

COMPANY PROPERTY

Property owned by Tacony Corporation should be treated with respect. It is important to protect Tacony's assets to ensure the smooth conduct of its business. Misuse of property is prohibited. Property should not be removed from any Tacony facility unless prior approval is received.

Electronic mail should only be used for business purposes. Any communication through the Tacony computer system is considered property of Tacony Corporation and may be reviewed by management at any time.

LAWS, REGULATIONS AND BUSINESS PRACTICES OVERVIEW

It is Tacony's policy to conduct its business in a manner which complies with all applicable laws and professional practices. Respect for the law and adherence to company policies form a critical component of our commitment to high standards of professional conduct.

Activities must always be in compliance with all laws and regulations of the jurisdictions in which Tacony operates. Associates are expected to be familiar with any provision that directly relates to their job and follow the law in the manner in which it was written. Full compliance will ensure the protection of Tacony's reputation.

If there are any questions regarding a particular law or regulation, contact our General Counsel for clarification.

ANTITRUST LAWS

Competition among business entities promotes economic diversity and fosters the development of quality products and services. Antitrust laws preserve such competition by prohibiting activities that limit open competition. Some examples of activities that these laws prohibit follow:

- Agreements between competitors, whether formal or informal, that would reduce free competition through price fixing.
- Dealings between suppliers and customers that restrain a business activity in the free market.

If you believe a transaction might fall under these laws, please cease all discussions and consult with General Counsel immediately.

DEALINGS WITH REGULATORY AGENCIES, AUDITORS & COUNSEL

Any matter that might have a negative impact on the company's reputation, including inquiries by governmental or regulatory agencies, must be immediately brought to the attention of Tacony senior management. You should refer all communications from such agencies to our General Counsel without delay.

Resolution of these issues will take your full cooperation and honesty in dealing with all internal and/or external parties involved.

FOREIGN CORRUPT PRACTICES ACT

This act prohibits United States companies from making certain types of payments, directly or indirectly, to foreign government officials, political parties, party officials and political candidates to gain preferential treatment. Certain accounting requirements are established by the act which prohibit any falsification of records. Civil and criminal actions can be taken against companies which violate this act.

HEALTH AND SAFETY/CHILD LABOR

Tacony associates will be attentive to the labor practices employed by suppliers and report any concerns to the general counsel if they suspect something that may be illegal or unethical, including, but not limited to, any concerns that a supplier's working conditions may be unsafe or unsanitary, or a supplier may make use of any prison, indentured, bonded or forced labor or any child labor, or that a supplier may fail to pay its employees what it is obliged to pay them.

COPYRIGHT ACKNOWLEDGEMENT

Tacony associates are responsible for complying with all laws, including copyright laws, in order to protect Tacony Corporation from claims and to preserve the Company's reputation for exceptional integrity. Associates will not, directly or indirectly, make or distribute any unauthorized copies of software, nor will they use company property to make or store unauthorized copies of software. Associates also agree to not sanction illegal copying by others. Failure to comply with these laws may lead to termination.

HUMAN RESOURCES

Tacony Corporation is firmly committed to a policy of equal employment opportunity for all individuals.

Discrimination based on race, color, national origin, religion, gender, sexual orientation, age, handicap, disability or veteran's status is strictly prohibited. This policy extends to hiring, training, compensation, promotion, discipline, transfer, layoff, termination and all other terms and conditions of employment.

HARASSMENT FREE ENVIRONMENT

Tacony's policy is to maintain a working environment free from harassment of any kind. Such inappropriate conduct between employees has the same harmful effect whether it occurs on or off Tacony premises. Harassment of any kind will not be tolerated and offenses of this nature will warrant immediate disciplinary action, up to and including termination.

HOW TO REPORT CONCERNS

All associates are required to familiarize themselves with our Compliance Program and Standards of Professional Conduct and abide by them. All associates are expected to report suspected violations of law or Tacony Corporation policy to their supervisor or the General Counsel.

Matters reported will be investigated and kept confidential to the extent possible. Associates will not be reprimanded for reporting a suspected violation in good faith. However, any associate who knows of a violation and fails to report it may be subject to discipline.

SOLICITATION

In the interest of maintaining a proper business environment and preventing interference with work and inconvenience to others, solicitation is not permitted. Soliciting, canvassing, or distributing literature or materials of any kind by employees and non

employees on Tacony premises is prohibited, unless specifically sponsored or approved by Tacony.

SOCIAL RESPONSIBILITY

Tacony recognizes the responsibility each institution has to benefit society at large: A responsibility to preserve and protect the environment; to improve the quality of life of our associates and their families and others who less directly depend upon us; and to donate to national and local charitable organizations.