

BACKGROUND

This Code of Conduct document represents the principles and ethics that guide the actions and commitments of any associate of Murak & Associates, LLC. No partner, senior associate, associate, administrator, staff, or representative has the authority to permit any exception to our Code.

Murak & Associates, LLC was established in 1991. The consulting group specializes in turnarounds and change management. Each of the associates has prior hands-on experience with family businesses, privately-held companies and/or publicly-traded corporations.

Murak & Associates, LLC has achieved dramatic bottom-line results for a variety of businesses including the auto industry, machining, food, chemical, construction, printing, assembly plants, foundries, service businesses, and professional firms.

1.0 STATEMENT OF PURPOSE

1.1 The truest measure of our conduct is by our actions, not by our written or spoken words. The purpose of this Code of Conduct is to act as the framework and guide for our actions. It must be thoroughly read, understood and discussed with all associates of the firm. If there are any questions, concerns, corrections, or additions to the “Code of Conduct,” they must be brought forward immediately to the Principal. The outcome of such discussions will be documented, dated, and discussed with all associates for further clarification.

1.2 If at any time a member of our firm feels that his/her behavior or the behavior of another member of the firm in any way compromises the guidelines established by this “Code of Conduct,” these actions must be discussed with the Principal. The appropriate course of action will then be determined for modification of those inappropriate behaviors up to and including immediate discharge from the firm. Generally speaking, unacceptable conduct is often initiated by small steps outside the Code of Conduct. If any member of the firm feels that his/her behavior or that of a representative of the firm may be outside the Code of Conduct, then immediate steps must be taken to openly discuss this matter with the Principal to determine whether or not it compromises our high standards of conduct.

2.0 VALUES AND BELIEFS

2.1 “Quality Results From Your Visions Guaranteed” is the mission of Murak & Associates, LLC. It is on the front of our business card with the associate’s signature below it. We believe that our purpose is to:

- 2.1.1 **Quality** - provide the highest quality of service to our clients;
- 2.1.2 **Results** - the purpose of serving our clients is to provide deliverables which produce tangible results for our clients’ organizations;
- 2.1.3 **From** – although it may appear to be an insignificant word, “From” has been selected as part of our mission because we firmly believe that our purpose is to serve our clients’ needs first. We will never produce a proposal or serve a client without fully understanding their needs first and foremost.
- 2.1.4 **Your** – “Your” meaning the focus of our firm is our client first, then our firm.
- 2.1.5 **Visions** – Each of our clients has unique needs and visions for their organization. Whether the clients’ visions are written or expressed to us verbally, it is imperative that we understand them and are able to clearly document these in our proposals and contracts. We will serve our clients’ visions as long as their visions or needs are not in violation of the Code of Conduct.
- 2.1.6 **Guaranteed** – If our clients are not fully satisfied with our services as outlined in their signed proposal, we will take immediate action to correct the situation. This is a very tall order and it strongly emphasizes the importance of continually monitoring our progress during any project, no matter how small. We must always determine our client’s level of satisfaction on an ongoing basis. We must always be certain that we have provided laser focus of their visions and needs first. Each client will understand this to be our policy without compromise or exception.

2.2 Whenever our cards are presented to another individual, they will always be presented with our mission statement face up. Any inquiry expressed to us to explain these words will be followed by the associate’s explanation of our values and beliefs for conducting business.

2.3 We are individually and collectively responsible for our actions. Lying, cheating, or stealing in any form is strictly prohibited. This represents conduct for which our firm stands.

3.0 CONFIDENTIALITY

3.1 In order to best serve our clients, we are entrusted with their confidential internal and competitive information. At no time should we break the confidence of that trust. Any time we feel the need to reference our relationship with our client to a third party, it will only be with specific written permission from our client to reference their business, their products/services or any other information about their organization.

3.2 Confidentiality goes far beyond sharing entrusted information to a third party. Remember, “walls have ears”. Before entering into a conversation with a client who is entrusting your confidence, please make sure that the conversation in the room or area you have selected cannot be overheard by others in an adjoining space.

3.3 Any conversation regarding a client between the associates within our firm will also be treated with the same sensitivity to the information which our clients have entrusted us. Social events or family gatherings cannot serve as conduits for confidential information regarding our clients or their organizations.

3.4 Any client or firm documentation, financial reports, trade secrets or other information on paper or in any electronic form must be secured from use by any person outside our firm. All computers will use encryption software.

3.5 When in possession of client material (i.e., files, binders, marketing material, etc.), care should be taken to conceal the name of the client so that others can not identify the material.

4.0 CONFLICT OF INTEREST

4.1 Associates must not enter into situations where their personal or business interest may conflict with those of the firm or a client. More specifically, members of our firm must avoid acquiring any interest or participating in any activities that would:

- 4.1.1** Deprive the firm or its clients of time or attention required to perform the contract or duties.
- 4.1.2** Create an obligation which would affect their judgment or their ability to act in the client’s or the firm’s best interest.

4.2 The potential for a conflict of interest is inherent in relationships with vendors or clients that we buy from, supply to, or that compete with our firm. Questionable relationships include, but are not limited to:

- 4.2.1** Borrowing from such enterprises.
- 4.2.2** Employment with competitors or client companies, even on a limited basis without prior approval by the partners.
- 4.2.3** Direct or beneficial ownership of an interest in any class of stock or securities of a publicly traded enterprise, except an investment representing less than 1% of the outstanding shares of a business or outside interest prior to commencement of services by the firm. The firm will, however, accept a minority equity interest in a client as fair and reasonable compensation in exchange for a fee reduction. The terms of equity compensation shall be explicitly stated in the engagement letter provided by Murak & Associates, LLC to the client.
- 4.2.4** We will not use any information not known to the general public for own financial gain. We will not disclose a client's information to others or encourage others to trade stock of a corporation as a result of information that we have been privileged to see which would constitute insider trading.

4.3 If any associate of this firm is uncertain as to the potential of a conflict of interest, they are to bring that to the immediate attention of the Principal.

5.0 EXTRA PAYMENTS, GIFTS & OFFERS

5.1 All associates should maintain an impartial arm's length relationship with contractors and suppliers. You should never solicit gifts, payments, entertainment, loans, discounts or special considerations from any person or business organization having an actual or potential business relationship with our firm; and you should not accept them if they are of more than nominal value (\$100) or go beyond customary courtesies that occur in accepted ethical business practice. No gift can be accepted if it is given with the intent of influencing business decisions.

5.2 The acceptance of money or items of value can, in some circumstances, be considered bribes or kickbacks that are violations of the law. Attendance at special events, such as sporting events, entertainment or meals, generally is considered an ethical business practice when they happen in the ordinary course of business and are treated on a reciprocal basis. If you are uncertain, ask if there is anything about the situation that would cause you or

others to believe that you were obligated toward the individual or company providing the gratuity. You should decline if the answer is maybe or yes.

5.3 No offers or gifts will be given to clients, contractors or suppliers which could be misconstrued as bribes.

6.0 OUR OBLIGATIONS TO OUR CLIENTS

6.1 We will strive to establish and maintain mutually beneficial, long-term relationships which result in maximum value to our clients and their organizations.

6.2 We will strive to work consistently and diligently to increase our knowledge of our clients and their requirements. We will do our best to provide the highest quality service in good faith and prompt response to their needs.

6.3 All time will be accurately billed. At no time will we extend our billable time beyond what is needed to meet our clients' requirements, even if it concludes the project under the budget.

6.4 We will strive to deal with our clients consistently. Our honesty and integrity will be apparent to all of our clients with consistency.

7.0 OBLIGATIONS TO OUR GOVERNMENT

7.1 In every jurisdiction in which we do business, Murak & Associates, LLC will comply with both the letter and spirit of all laws applicable to the conduct of the firm's affairs. It is a duty of each associate to take all reasonable steps to inform themselves of laws which they have reason to believe would impinge on those affairs of the firm that are under their control. Each associate is liable for his or her actions. At no time will associates direct any client, its representatives, or any subordinates to violate any law or any government regulatory agency.

7.2 The firm will, to the extent practical, make available to associates information about such laws and their implications. If any doubt exists about the legality of any situation, an associate should refer the matter to the Principal.

7.3 If a client asks or directs you to violate any law, decline to follow their direction and report any such incident to the Principal. Our firm will not protect any client who violates the law.

7.4 Our fee structure, or the fee structures of other firms, will not be exchanged or communicated in any way that would constitute any form of price fixing.

7.5 As our clients and firm continue to grow, we will not partake in any actions that would be in violation of antitrust laws; i.e., we will not aid any client in conspiracies of restraint trade, price discrimination, unfair methods of competition or deceptive acts.

7.6 At no time will our firm support any political party or special interest group. Each client's and associate's political persuasion is a personal matter, and will not be influenced in any form. We encourage all associates to be active participants in public affairs and to support the party and candidate of their choice without any interference from our firm.

7.7 Even if it is within the culture of a geographic area or country to accept bribes as a form of conducting business, we will not engage in this practice nor will we be involved with any clients who support this practice.

8.0 OUR OBLIGATIONS TO OUR COMMUNITY

8.1 It is the policy of the firm to fully and effectively utilize qualified individuals to join our firm regardless of age, race, religion, sex, national origin or political preference. In our hiring practices, we will also adhere to all Equal Opportunity Employment regulations, Americans with Disabilities Act, laws applying to veterans or immigrants, etc.

8.2 We will make every attempt to leave our community and environment better than we found it. More specifically:

8.2.1 At the end of each fiscal year, we will determine what portion of our profits will be shared with the community in the form of contributions of cash, assets and/or time.

8.2.2 We will target 5% of our profits with the ultimate goal of 10% earmarked for this purpose.

8.2.3 It is also a goal of our firm to seek out a troubled business or organization which cannot afford our services or the services of our competitors. We will volunteer our time without fee, or any other contingency, to return the troubled company to a point of financial stability. We will attempt to complete at least one such assignment per fiscal year based on the complexity of the turnaround and the availability of our firm's resources.

8.2.4 We will not be involved in any violation of the regulations set by OSHA, EPA, EEOC, DEC, or any other government regulatory agency. Our recommendations to our clients will always take into account public safety and the environment.

9.0 OUR OBLIGATIONS TO OUR COMPETITORS

9.1 We will never “talk down” or in any way diminish our competitor’s reputation to our clients.

9.2 It is in direct violation of our firm’s “Code of Conduct” to engage in any form of communication with a competitor concerning past, present or future prices, policies, proposals, bids, territories, costs, quotes, etc.

10.0 OUR OBLIGATIONS TO THE FIRM

10.1 The reputation of Murak & Associates, LLC for the highest standards of integrity and honesty in all its dealings has been hard won. Safeguarding our reputation, and the firm’s future success, depends on the unwavering commitment by every member of the firm to our “Code of Conduct” which sets out the minimum standard of behavior. No partner, senior associate, associate, administrator, staff or representative has the authority to permit any exception to our Code of Conduct.

10.2 Each associate is responsible for ensuring that any associates under their jurisdiction are fully aware of our “Code of Conduct” and will review with the Principal any questionable transactions, records or practices not in accordance with our Code.

10.3 Upon engagement by the firm, and at least annually thereafter, all associates are required to review and sign the appropriate form of certification appended to this document, confirming full understanding and compliance.

10.4 Any associate who is aware of any violation of this Code of Conduct is expected to report the matter promptly to the Principal. These matters will be reviewed and documented. Appropriate disciplinary action up to and including discharge will be enforced based on the results of an investigation and the severity of the violation.

10.5 We will make it our business to benchmark with Codes of Conduct that set the highest standards for ethical behavior. All associates will be notified in writing of any revisions of this “Code of Conduct.” Any revisions will be accompanied by a certified sign-off.

11.0 OUR OBLIGATIONS TO EACH OTHER

11.1 It is the policy of our firm to discourage and prohibit sexual harassment of, or by, any member of our firm. This policy also applies to all clients and suppliers as well. The following elements more specifically detail our policies as they apply to sexual harassment:

- 11.1.1** Sexual harassment includes unwelcome sexual advances, requests for sexual favors, verbal or written misconduct (e.g. sexually explicit jokes), physical conduct and/or environmental conditions of a sexual nature; e.g., posters, photos, etc.
- 11.1.2** Any associate who believes they have been the subject of sexual harassment should immediately report the situation to the Principal.
- 11.1.3** All reports of alleged sexual harassment will be thoroughly investigated and documented. All phases of the investigation and any documentation will be conducted in a confidential manner.
- 11.1.4** Any associate who has brought forward a complaint of sexual harassment will be advised of the results of the investigation as well as any action that has been or will be taken.

11.2 Other than the prohibitions against discrimination, associates have the freedom in their personal conduct and appearance that is consistent with the firm and community standards and in accordance with the safety and operating requirements of the individual's job. Courtesy and consideration of others is expected at all times and will ensure good client and associate relations.

11.3 The policies for personal behavior are further detailed in the firm's Employee Handbook and everyone is encouraged to review them carefully.

12.0 INTERNATIONAL GUIDELINES

12.1 Laws and regulations will vary in different countries. We will always abide by the legal requirements of another country and our "Code of Conduct." If another country's laws, regulations, or general business practices are more lenient than our Code of Conduct, we will still abide by our "Code of Conduct" even if this results in the loss of a client.

13.0 MEASURING OUR ADHERENCE TO OUR CODE OF CONDUCT

13.1 An internal audit will be conducted periodically to verify compliance to our “Code of Conduct”. Any violations to the Code of Conduct will be thoroughly investigated and documented. At any time, any member of firm must bring forward any known compromise of our Code of Conduct to the Principal.

14.0 CONSEQUENCES FOR NONCOMPLIANCE

14.1 If noncompliance has been detected by any member of our firm, our clients or any other party, an immediate investigation will take place and be documented by the Partner. The next step in the process will be to determine the severity and the appropriate consequences that need to be applied. Modification of behavior will be recommended for minor violations of “gray areas.” Any violation which is serious in nature will warrant immediate disciplinary action up to and including discharge.

15.0 SIGN-OFF

No partner, senior associate, associate, administrator, staff or representative has the authority to permit any exception to our Code of Conduct. I have read and fully understand the firm’s Code of Conduct and I have discussed it with the Principal. Furthermore, I certify that I will comply with it in all future transactions on behalf of Murak & Associates, LLC. I understand that I am expected to report any violation of this Code to the partners of the firm, which would in any way compromise this firm’s integrity.

Associate (printed)

Associate’s Signature

Date

Principal (printed)

Date

Principal’s Signature

Date