

200__ CODE OF CONDUCT AND CORPORATE ETHICS POLICY STATEMENT

SOFTWARECO CORPORATION, ITS DIVISIONS, SUBSIDIARIES AND AFFILIATES (The “Company”)

Fiscal Years Ending December 31, 200__ and 200__

The policy of COMPANY and its divisions, subsidiaries and affiliates is to conduct the operations of its business activities in compliance with the law and with the highest ethical standards. Each of us has an obligation to act at all times in an honest and lawful ethical manner and with the highest integrity in our dealings with the Company and with customers, suppliers, and others. Adherence to this policy contributes to our success in the performance of our business.

The purpose of this Code of Conduct and Corporate Ethics Policy Statement (the “Code”) is to confirm the policy of the Company and to provide a statement of the general standards of conduct required by the Company, including such areas as conflicts of interest, use of corporate assets, confidential information and intellectual property, insider trading, cooperation with auditors and consultants, the Foreign Corrupt Practices Act, and certain other matters relating to the Company’s business activities. The Code is meant to supplement, not replace, other more detailed policies and procedures of the Company with respect to certain matters. Your employment Handbook should also be referenced for matters concerning Company policy.

As an Employee of the Company, you must read, understand and abide by the terms of the Code. For purposes of this Code, the word “Employee” shall include members of the Board of Directors and officers, as well as Employees, contractors, consultants and any other individuals working on behalf of the Company. The foundation of the Code consists of the following basic standards of business and personal conduct: (i) honesty and candor in our activities, including observance of the spirit, as well as the letter, of the law, (ii) avoidance of conflicts between personal interests and those of the Company or its customers, or even the appearance of such conflicts, (iii) maintenance of our reputation and avoidance of activities that might reflect adversely on the Company, and (iv) integrity in dealing with the Company’s assets.

It is the policy of the Company to:

- Render prompt, equitable, efficient, courteous, and helpful service to its customers and to respect their rights to privacy;

- Provide constructive counsel and guidance for the use of Company products and services in the achievement of personal or business goals;
- Offer soundly conceived and competitively priced products and services;
- Administer Company affairs with due regard for the dignity, advancement, personal aspirations and fair remuneration of its Employees and others, without discrimination or privilege because of gender, color, religion, age, disability, sexual orientation, national origin, gender identity, gender expression or any other characteristics protected by applicable laws and regulations;
- Contribute to social, economic and cultural progress by accepting and discharging the obligations of good citizenship in the Company's products and services, employment practices, corporate contributions, and Employee activities;
- Conduct all business in an honest, ethical and lawful manner.

Every Employee shall avoid any act or circumstance that could cast doubt on his or her ability to act with total objectivity in regard to the Company's interest. Persons shall conduct the Company's affairs on an arm's-length basis and not engage in business or financial activity that may conflict with that of the Company. Decisions regarding the Company's business with any other person or entity must be based solely upon valid business considerations of the Company. No one may permit a business decision involving the Company to be influenced by personal or other unrelated interests or factors.

A. CONFLICTS OF INTEREST

Every Employee shall avoid any act or circumstance that could cast doubt on his or her ability to act with total objectivity in regard to the Company's interest. Employees shall conduct the Company's affairs on an arm's-length basis and not to engage in business or financial activity that may conflict with that of the Company. Towards this end, Employees must not place themselves or the Company in a position that would create even the appearance of a conflict of interest. No Employee may represent the Company in any transaction if an outside business interest or personal relationship might compromise or otherwise affect his or her ability to represent the Company's interests fairly and impartially.

B. TRANSACTIONS WITH AFFILIATES

If Employees or Relatives are affiliated with, plan to be affiliated with or will have a financial interest of more than 5% in any of the entities listed immediately below, they must disclose the affiliation to senior management by submitting a Receipt and Disclosure Certificate to the Chief Executive Officer:

- Business enterprises that compete with the Company.

- Business enterprises that are customers of the Company.
- Suppliers of goods or services to the Company.

The Board of Directors shall determine whether such interest or affiliation represents a conflict of interest and whether such interest or affiliation should be disposed of, discontinued or limited. For purposes of this Code, a Relative is defined as the Employee's spouse, domestic partner, mother, father, brother, sister, child, mother/father-in-law, sister/brother-in-law, grandparent, grandchild or another individual living in the Employee's residence

C. EMPLOYMENT OF RELATIVES

If any Employee has a Relative that is employed in any capacity by the Company, its divisions, parent, subsidiaries or affiliates, this must be disclosed by submitting a Receipt and Disclosure Certificate to the Accounting Department at the time the Employee accepts such employment and each year to the CFO when this Code is distributed for signature.

D. EMPLOYMENT BY SUPPLIERS, CUSTOMERS OR COMPETITORS

Employment by suppliers, customers or competitors outside of regular hours of employment at the Company is prohibited.

E. BOARD MEMBERSHIPS

Occasionally, an Employee may be asked to serve on the Board of another business organization. An Employee must disclose Board memberships by submitting a Receipt and Disclosure Certificate to the CFO at the time of his or her appointment to the Board. Service by an Employee as a director, trustee, officer or representative as a volunteer without compensation for a non-profit organization does not require approval.

F. COMMUNITY AFFAIRS

Employees are encouraged to actively participate in civic, cultural, and community affairs on a volunteer basis. The essence of volunteerism is that volunteer service is provided on an Employee's own time so that the Employee's job, for which he or she is being compensated by the Company, is done thoroughly and properly.

G. POLITICAL ACTIVITIES AND CONTRIBUTIONS

Political activity, although encouraged, shall be in the name of the Employee and not in the name of the Company or any of its subsidiaries, divisions or affiliates. An Employee must disclose to the Company any public office position immediately upon acceptance of appointment or election by submitting a Receipt and Disclosure Certificate to the CFO. No payment by the Company (contribution, gift, advertising, admissions, or otherwise) will be made, or use of Company assets permitted, either in the United States or in any other country, in connection with any political campaign or for any attempt to influence the general public, or segments thereof, with respect to

legislative matters, elections, or referenda, unless approved by the Board of Directors of the Company.

H. ACCEPTANCE OF FREE SERVICES, PAYMENTS, GIFTS OR GRATUITIES

No Employee or any Relative shall directly or indirectly solicit or accept any:

1. Commissions, profits, payments, loans,
2. Free services or products, or
3. Entertainment, travel, or gifts of value from individuals or organizations doing, or seeking to do, business with the Company, or from individuals or organizations with an interest in the business of the Company, or from any entity that has or would create the appearance of having, a conflict of interest as described in this Code.

The provisions of this section relating to entertainment, travel, and gifts do not apply to courtesies openly offered and given as part of routine business, such as holiday gifts or business luncheons, so long as such entertainment, travel or gifts are nominal in value. Normal bank loans at prevailing interest rates generally available to the public and in value within the banks' normal limits are permissible.

I. OFFERING OF SERVICES, PAYMENTS, GIFTS GRATUITIES

No Employee may offer or give payments, compensation, or gratuities of any kind ("compensation") to any person or entity in the course of seeking or retaining business for the Company. No compensation shall be paid, directly or indirectly, to any official, agency, instrumentality, or person, foreign or domestic, if the compensation would constitute an illegal payment if made in the United States.

An event (such as business lunch, golf outing, sporting event, etc.) may be sponsored by the Company provided there is a reasonable business purpose for hosting such an event. At least one Employee must attend the event with the other party in order for the expense to be considered a proper entertainment expense and eligible for reimbursement. Any event in excess of \$250 must be approved in advance by an officer of the Company. All entertainment expenses submitted to the Company for reimbursement must be accompanied by an original receipt with the name of the other company, individuals in attendance and business purpose written on the receipt. All expenses for customer entertainment must be within the budgetary guidelines established by the individual business unit in order to be eligible for reimbursement.

The provisions of this section do not apply to courtesies openly offered and given as part of routine business, such as holiday gifts or business luncheons as long as no individual is given a gift with a value that exceeds \$250 and in the aggregate, the total value of the gifts given to one individual in a calendar year may not exceed \$600. Any gift to be given in excess of these amounts must have prior approval from the CEO or CFO.

J. USE OF CORPORATE ASSETS

The assets (including computer equipment, software and telephones) of the Company should be used prudently and solely for company business purposes. Company assets should not be used for the personal benefit of the individual employees, except as specified in official compensation and benefit programs.

K. INSIDER TRADING

Illegality of Insider Trading. It is illegal for any employee to trade in the securities of any public company (including AffiliateCo, SubsidiaryCo, or JointVentureCo) while in the possession of material inside (nonpublic) information. It is also illegal for any employee to give material inside information to others, especially those who may trade on the basis of that information.

Information is "material" if a reasonable investor would consider it important in making a decision to buy, sell or retain securities. Both positive and negative information may be material. In general, information that is likely to affect the market price of a security is also likely to be considered material. If there is doubt, information should be assumed to be material.

Examples of types of information that will frequently be material include news of a pending or proposed merger, acquisition or tender offer; news of a significant sale of assets or the disposition of a subsidiary; changes in dividend policies or the declaration of a stock split or the offering of additional securities; changes in estimates of earnings; changes in management; significant new products or discoveries; impending bankruptcy or financial liquidity problems; and the gain or loss of a substantial customer.

Financial information is particularly sensitive. For example, nonpublic information concerning the results of the Company's operations for even a portion of the current fiscal quarter might be material in helping to predict the Company's results of operations for that quarter.

Information is "nonpublic" until it has been widely disseminated to the public market and the public has had the time and opportunity to absorb and evaluate it.

The Company intends to comply with the spirit as well as the letter of the insider trading laws. This policy is designed to avoid even the appearance of improper conduct on the part of anyone employed by or associated with the Company, whether or not the conduct is literally in violation of the law.

The Consequences. The consequences of violating the insider trading laws can be very serious. Individuals who trade on inside information (or tip inside information to others) are subject to, among other things, civil penalties of up to three times the profit gained or loss avoided, a substantial criminal fine and a jail term.

Moreover, an employee who violates the Company's insider trading policy will be subject to sanctions imposed by the Company, which may include dismissal. A violation of the Company's

policy is not necessarily the same as a violation of law. In fact, for the reasons indicated above, the Company's policy is intended to be broader than the law. The Company reserves the right to determine, in its own discretion and on the basis of the information available to it, whether its policy has been violated. The Company may determine that specific conduct violates its policy whether or not the conduct also violates the law. It is not necessary for the Company to await the filing or conclusion of a civil or criminal action against the alleged violator before taking disciplinary action.

The Company's Policy. It is the policy of this Company that any employee who has material, nonpublic information about the Company or any of its affiliates may not buy or sell securities of AffiliateCo, SubsidiaryCo, or JointVentureCo or Company (except purchases from or sales to the Company or its affiliates with information comparable to that of the employee) or engage in any other action to take advantage of, or pass on to others, that information.

It does not matter that there is an independent, justifiable reason for a purchase or sale – if the employee has material, nonpublic information, the prohibition still applies. The policy also applies to transactions by each employee's family members and other persons living in the employee's household. Employees are responsible for ensuring compliance by their families and personal households as well.

It is also the policy of the Company that, if a public announcement of material, previously nonpublic information is made, employees may not engage in any transactions in the applicable securities until two business hours after the information has been released. This policy is intended to give the investing public time to receive the information and act on it.

Employees must not pass on to others inside information or recommend to anyone the purchase or sale of securities of AffiliateCo, SubsidiaryCo, or JointVentureCo or Company while in the possession of material nonpublic information (even if that information is not disclosed). This policy applies whether or not the employee who gives the tip derives any personal benefit from doing so.

Enforcement Procedures. The Company has implemented the following procedures to enforce its insider trading policy:

- **Black-out Periods.** Employees (and members of their immediate families or personal households) with any access to financial results will generally not be permitted to purchase or sell securities of AffiliateCo, SubsidiaryCo, or JointVentureCo or Company during the following black-out periods:

Month/Day through and including the business day on which the first quarter financial results are published (e.g. if the financial results are published at 6:00 p.m. on Tuesday, the first trading day would be Thursday; if the results are published at 3:00 p.m. on Tuesday, and Tuesday is not a holiday, the first trading day would be Wednesday).

Month/Day through and including the business day on which the second quarter financial results are published.

Month/Day through and including the business day on which the third quarter financial results are published.

Month/Day through and including the business day on which the year-end financial results are published.

Even outside of these blackout periods, individuals may not trade if they are in possession of material, nonpublic information. For example, if an employee has even a sense of the non-public financial results for the second quarter prior to July 10, then that employee may not trade.

NOTE: This policy applies to an employee's trading in AffiliateCo, SubsidiaryCo, or JointVentureCo. even if that employee has no or limited involvement with those companies.

- Pre-Clearance of Securities Trades. To assist in preventing inadvertent violations of law and Company policy and to avoid any appearance of impropriety, employees (and members of their immediate families or personal households) must pre-clear any trades in securities of AffiliateCo, SubsidiaryCo, or JointVentureCo with the CFO of Company.
- Prohibition on Speculative Trading. Employees (and members of their immediate families and personal households) shall not engage in highly margined purchases of securities of AffiliateCo, SubsidiaryCo, or JointVentureCo of Company and may not purchase or sell publicly traded options in Company securities. Further, employees (and members of their immediate families and personal households) may not make short sales of securities of AffiliateCo, SubsidiaryCo, JointVentureCo or Company.

The foregoing restrictions shall not be applicable for a transaction in a discretionary account or through a blind trust where decisions are made by an investment adviser, broker or trustee and where the employee (or such person's family members or other persons living in the same household) has no input into the investment decision.

L. ACCOUNTING SYSTEMS, BOOKS AND RECORDS

No Employee shall make any knowingly false entries on any record of the Company. No Employee shall knowingly violate any internal control policy or procedure. No Employee shall solicit, accept, prepare or utilize any affidavit, declaration or report that he/she knows or suspects to be materially false or misleading. Books and records will be maintained in accordance with generally accepted accounting principles. All receipts, payments, transfers and other transactions must be timely reflected in full detail in the appropriate business and accounting records of the Company. All entries to the Company's books shall reflect the true intention of the transaction. Any Employee who knows of any unrecorded or erroneously recorded asset or property, any false entry, or any unlawful or improper act must report it promptly to the Board of Directors of the Company. No Employee shall accept compensation from the Company unless the Company has properly authorized that compensation.

M. WHISTLEBLOWER PROCEDURES

Detailed procedures are provided in our Policy for Reporting and Investigating Complaints Regarding Accounting, Internal Accounting Controls or Auditing Matters and Concerns Regarding Questionable Accounting or Auditing Matters which all employees have received as part of your Employee Handbook. This document is also posted on the company bulletin board. If you become aware of a financial matter that you think is inappropriate, you may write an anonymous letter or you may include your name. The letter should be sent to: _____, Address, City, State, Zip Code, Attention: _____.

N. COOPERATION WITH AUDITORS AND CONSULTANTS

Cooperation is expected with the auditors from the public accounting firms who audit the Company, consultants who perform other professional services and internal auditors. Care should be taken to be sure no false or misleading information is given to these professionals.

O. FOREIGN CORRUPT PRACTICES ACT

All Employees must comply with the Foreign Corrupt Practices Act, which makes it unlawful for any U.S. citizen, firm, agent or representative, to use a means of U.S. interstate commerce (e.g., mail, telephone, E-mail, etc.) to authorize, offer or promise to pay or transfer money or anything of value to a foreign official, political party or candidate for political office in an effort to influence a decision for the purpose of obtaining or retaining business.

P. EQUAL EMPLOYMENT OPPORTUNITY

The Company is committed to a policy of equal employment opportunity so as to assure that there shall be no discrimination or harassment against an Employee or applicant on the grounds of race, color, religion, gender, age, disability or medical condition, sexual orientation, national origin, citizenship, family status, gender identity or gender expression, or any other characteristic protected by applicable laws and regulations. This policy relates to all phases of employment including recruitment, hiring, placement, promotion, transfer, compensation, benefits, training, educational, social and recreational programs and the use of the Company's facilities. The provisions of this policy cover personnel action in all job categories and at all levels. Harassment, retaliation, coercion, interference or intimidation of any Employee because of that Employee's race, religion, color, national origin, citizenship, gender, sexual orientation, age, medical condition or disability, gender identity or gender expression or family status is strictly forbidden. Any Employee who experiences such activity shall report it immediately to his or her supervisor and/or the CFO.

Q. SEXUAL HARASSMENT

The Company is committed to provide a work environment that is free of discrimination and unlawful harassment. Actions, words, jokes or comments based on an individual's sex, sexual orientation, gender identity or gender expression will not be tolerated. Any Employee who is the

subject of, or who becomes aware of, sexual or other unlawful harassment must report it to his or her supervisor or the CFO. Any supervisor or manager who becomes aware of possible harassment must promptly inform the CFO. No Employee or manager will face reprisals for making such reports so long as there is a reasonable good faith basis for doing so. Any Employee found to be engaging in sexual harassment will be subject to disciplinary action up to and including termination of employment. The phone number for Company's Ombudsman is 123-456-7890.

R. AMERICANS WITH DISABILITIES ACT

It is the policy of the Company to comply with all relevant and applicable provisions of the Americans With Disabilities Act (ADA). The Company will not discriminate against any qualified Employee or job applicant with respect to any terms, privileges or conditions of employment because of a person's physical or mental disability. The Company will make a reasonable accommodation, where such accommodation is necessary, feasible and effective for all Employees or applicants with disabilities, provided that the individual is medically qualified for and effective in the position and provided that any accommodations made do not require significant difficulty or expense. The Company's policy of nondiscrimination applies to all personnel and employment practices including hiring, promoting, transferring, recruiting and terminating.

S. IMMIGRATION REFORM AND CONTROL ACT

In compliance with the Immigration Reform and Control Act of 1986 and the Immigration Act of 1990, the USA Domestic Companies will hire only those individuals who are authorized to work in the United States. All individuals will be required to submit documentary proof of their identity and employment authorization. All US employees will also be required to complete and sign, under oath, Immigration and Naturalization Service Form I-9.

T. HEALTH, SAFETY AND ENVIRONMENT

The Company is committed to compliance with applicable U.S. and foreign laws and regulations that apply to its operations, including those concerning health, safety and environment. Employees will make every reasonable effort to ensure that the Company's products and places of business are safe for the public and its Employees. Employees shall follow Company policies and directives relating to matters of health and safety and maintenance of environmental standards. Employees are expected to use common sense and good judgment in dealing with such matters.

U. REPORTING PROCEDURES

Employees with questions or who need assistance with interpreting provisions of this Code should consult their supervisor, or the CFO. Each year, certain employees are required to confirm, in writing, that they have read and understand the Code and to indicate in writing whether or not they are in compliance with it.

Employees shall immediately disclose the nature of any act or circumstance involving themselves, a co-worker or their families that is or may appear to be a conflict of interest with their duties and responsibilities to the Company or is or may appear to be in violation of this code. Conflicts of interest or any violations or apparent violations of this code should be reported by immediately submitting a Receipt and Disclosure Certificate to the CFO.

If a situation develops that requires disclosure, or if a person has any doubt about whether a particular situation involves a conflict of interest, reportable circumstance or prohibited activity, the individual should submit a Receipt and Disclosure Certificate to the CFO.

Each employee has an affirmative obligation to read this Code carefully, seek clarification of any portion of it that he or she does not understand, and to report in writing any known or suspected violation of the Code by themselves, their families or any person under his or her supervision or control. No retribution will be taken against a person reporting in good faith a violation or suspected violation.

Employees who violate this Code will be subject to appropriate disciplinary action, which may include termination of employment.

Sincerely,

Chief Executive Officer