

Code of Ethics and Business Conduct

The success of our business is dependent on the trust and confidence we earn from our employees, customers and stakeholders. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching Company goals solely through honorable conduct. It is easy to say what we must do, but the proof is in our actions. Ultimately, we will be judged on what we do. When considering any action, it is wise to ask: will this build trust and credibility for Trialco? Will it help create a working environment in which Trialco can succeed over the long term? Is the commitment I am making one I can follow through with? The way to maximize trust and credibility is by answering "yes" to those questions and by working to build our trust and credibility.

At Trialco, everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions. Trialco will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the Company will take appropriate action. We will not tolerate retaliation against employees who raise genuine ethics concerns in good faith. Employees are encouraged, in the first instance, to address such issues with their managers or HR, as most problems can be resolved swiftly.

Trialco Management (as defined below) has the added responsibility for demonstrating, through their actions, the importance of this Handbook. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matters. Managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Managers should not consider employees' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At Trialco, we want the ethics dialogue to become a natural part of daily work.

Trialco's commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, each of us must have an understanding of the Company policies, laws, rules and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or Trialco policy, we should seek the advice from the resource expert. We are responsible for preventing violations of law and for speaking up if we see possible violations.

We are dedicated to ethical, fair and vigorous competition. We will sell Trialco products and services based on their merit, superior quality, and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for Trialco or the sales of its products or services, nor will we engage or assist in unlawful boycotts of particular customers.

It is important that we respect the property rights of others. We will not acquire or seek to acquire by improper means a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

We will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material nonpublic information with respect to Trialco, its securities, business operations, plans, financial condition, results of operations or any development plan. We should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain material nonpublic information.

Most business courtesies offered to us in the course of our employment are offered because of our positions at Trialco. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position at Trialco to obtain business courtesies, and we must never ask for them, we may accept unsolicited business courtesies that promote successful working relationships and good will with the firms that Trialco maintains or may establish a business relationship with. Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the Company's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a supplier when Trialco is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering courtesies is the way to obtain Trialco business.

We may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, provided that: (i) they are not inappropriately lavish or excessive; (ii) the courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity; (iii) the courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future; (iv) the employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her manager or co-worker or having the courtesies known by the public.

Any employee who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon Trialco. An employee may never use personal funds or resources to do something that cannot be done with Trialco resources. Accounting for business courtesies must be done in accordance with approved Company procedures.

Other than to our government customers, for whom special rules apply, we may provide nonmonetary gifts (i.e., Company logo apparel or similar promotional items) to our customers. Further, Trialco Management (as defined below) may approve other courtesies, including meals, refreshments or entertainment of reasonable value, provided that: (i) the practice does not violate any law or regulation or the standards of conduct of the recipient's organization; (ii) the business courtesy is consistent with industry practice, is infrequent in nature and is not lavish; (iii) the business courtesy is properly reflected on Trialco's books and records.

We will make certain that all disclosures made in financial reports and public documents are full, fair, accurate, timely and understandable. This obligation applies to all employees, including all financial executives, with any responsibility for the preparation for such reports, including drafting, reviewing and signing or certifying the information contained therein.

No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records. Employees should inform their direct supervisor or manager ("Trialco Management") if they learn that information in any filing or public communication was untrue or misleading at the time it was made or if subsequent information would affect a similar future filing or public communication.

We create, retain and dispose of our Company records as part of our normal course of business in compliance with all Trialco policies and guidelines, as well as all regulatory and legal requirements. All corporate records must be true, accurate and complete, and Company data must be promptly and accurately entered in our books in accordance with Trialco and other applicable accounting principles. We must not improperly influence, manipulate or mislead any unauthorized audit, nor interfere with any auditor engaged to perform an internal independent audit of Trialco books, records, processes or internal controls.

At times, we are all faced with decisions we would rather not have to make and issues we would prefer to avoid. Sometimes, we hope that if we avoid confronting a problem, it will simply go away. At Trialco, we must have the courage to tackle the tough decisions and make difficult choices, secure in the knowledge that Trialco is committed to doing the right thing.

Each of us is responsible for knowing and adhering to the values and standards set forth in this Handbook and for raising questions if we are uncertain about Company policy. If we are concerned whether the standards are being met or are aware of violations of this Code of Ethics and Business Conduct, we must contact HR. Trialco takes seriously the standards set forth in this Handbook, and violations are cause for disciplinary action up to and including termination of employment.

Company resources, including time, material, equipment and information, are provided for Company business use. Generally, we will not use Company equipment such as computers, copiers and fax machines in the conduct of an outside business or in support of any religious, political or other outside daily activity, except for Company-requested support to nonprofit organizations. We will not solicit contributions nor distribute nonwork-related materials during work hours. In order to protect the interests of the Trialco network and our fellow employees, Trialco reserves the right to monitor or review all data and information contained on an employee's Company-issued computer or electronic device, the use of the internet or Trialco's intranet. We will not tolerate the use of Company resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate. Questions about the proper use of Company resources should be directed to HR. Trialco is a high-profile company in our community, and from time to time, employees may be approached by reporters and other members of the media. In order to ensure that we speak with one voice and provide accurate information about the Company, we should direct all media inquiries to HR. No one may issue a press release without first consulting with Trialco Management.