



## CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS

This code of ethics for senior financial officers is promulgated under section 406 of the Sarbanes Oxley Act of 2002 and the rules of the Securities and Exchange Commission promulgated thereunder. It contains standards for senior financial officers reasonably necessary to promote: honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; full, fair, accurate, timely, and understandable disclosure in the periodic reports required to be filed by the issuer; and compliance with applicable governmental rules and regulations. For this purpose, "senior financial officer" includes the chief executive officer, chief financial officer and principal accounting officer or controller, and persons performing similar functions.

Senior financial officers will seek to promote compliance with all laws applicable to the Company, including, without limitation, all statutes, rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies. Senior financial officers shall seek to keep themselves abreast of changes in applicable law.

Senior financial officers will act with honesty and integrity, avoiding conflicts of interest between themselves and the Company. Senior financial officers should recognize that even the appearance of a conflict of interest can damage the Company. Conflicts of interest include creating a business in competition with the Company, or working for another employer in competition with the Company. A conflict of interest may exist in any relationship that jeopardizes the senior financial officer's ability to perform his or her job responsibilities safely, competently or honestly.

Senior financial officers will seek to promote fair, accurate, timely, and understandable disclosure in the reports and documents the Company files with or submits to the Securities and Exchange Commission. The Company seeks to provide disclosure to the investment community that is not only in conformity with applicable rules of the Securities and Exchange Commission, but that also fairly presents to investors the financial condition and results of operations of the Company.

Senior financial officers shall seek to promote ethical behavior by other Company officers and employees involved in financial reporting.

Senior financial officers who become aware of actual or potential infractions of this Code of Ethics shall report them promptly to the general counsel, who will discuss the issue with the Corporate Governance Committee. If warranted, the Corporate Governance Committee will take the issue to the full board.

Annually each senior financial officer shall certify in writing his or her compliance during the prior year with this Code of Ethics. Waivers of the requirements of this Code of Ethics may be granted only by the Board of Directors, and should be obtained in advance of the conduct for which the waiver is sought.

**Conduct that violates this Code will constitute grounds for disciplinary action -- ranging from reprimand to termination and possible criminal prosecution.**