

POLICY NO. 1-17

WHISTLE BLOWER

I. OBJECTIVES

This policy is formulated to provide an opportunity for employees who, in good faith, wish to report to the Board of Directors unethical and improper practices or any other alleged wrongful conduct in the Company and to prohibit managerial personnel from taking any adverse personnel action against those employees.

II. POLICY PROVISIONS

A. Policy

No adverse personnel action shall be recommended or taken against an employee who discloses, in good faith, any unethical and improper practices or alleged wrongful conduct. This policy protects such employees from retaliation, harassment, discharge or other unfair or prejudicial employment practices.

However, this policy does not protect an employee from an adverse action which occurs independent of his disclosure of unethical and improper practice or alleged wrongful conduct.

B. Disclosure and Confidentiality

An employee who observes any unethical and improper practices or alleged wrongful conduct in the Company may report the same to the Board of Directors by advising the CEO of the alleged impropriety, who, in turn, shall promptly convey the information to the Board of Directors. To the extent reasonably possible, confidentiality of the whistle blower shall be maintained.

C. Procedure

Any employee who observes any unethical or improper practices or alleged wrongful conduct should make a disclosure to the CEO, who shall report the matter to the Board of Directors. Any such employee should make such disclosure as soon as possible but not later than 45 consecutive calendar days after becoming aware of the impropriety. In instances where the employee is uncomfortable with making the disclosure to the CEO, the employee may bring

the matter to the attention of a Board Member.

Employees are encouraged to provide as much specific information as possible when communicating concerns, including names, dates, places and events that took place and the employee's perception of why the incident(s) may be a violation.

The Board of Directors shall appropriately and expeditiously investigate all whistle blower reports received. In this regard, the Board of Directors may appoint a committee to investigate the matter.

The results of investigations will not be disclosed or discussed with anyone other than those persons associated with the organization who have a legitimate need to know in order to perform their duties and responsibilities. This limitation does not preclude such disclosures as may be necessary for remedial action or for resulting prosecution by legal authorities.

D. False Allegation and Legitimate Employment Action

While good faith reporting of unethical and improper or alleged wrongful conduct is encouraged, any employee who knowingly makes false allegations of unethical and improper practices or alleged wrongful conduct to the Board of Directors shall be subject to disciplinary action up to and including termination of employment.

III. RESPONSIBILITIES

A. Board of Directors.