



Statement of Policy

1. This Code of Business Conduct is intended to reinforce the Company's commitment to high ethical standards and to full compliance with laws. Every day, and at every level of the organization, we make decisions that impact the Company and the people around us. In making those decisions, we must be dedicated to the principles of trust, respect, fairness, dignity, honesty and reliability. This Code of Business Conduct should serve as a guide to all of us so that we can maintain a positive work environment, avoid legal liability, and enhance our reputation as a company with integrity.

Policy Application

2. Responsibility to One Another

2.1 Health and Safety:

The Company's most important objective is to protect the health and safety of its employees. We aim to have a work environment free of injury or illness. In pursuing this goal, each one of us is responsible for observing the health and safety rules that apply to our jobs. We must take all necessary precautions to protect ourselves and our fellow employees from harm. It is the duty of every employee to look for and report unsafe conditions and to take immediate steps to correct those conditions.

2.2 Respecting Differences:

The Company is committed to fostering a work environment in which all individuals are treated with fairness and dignity. We value and respect the unique character and contribution of each employee. We believe that diversity in the workforce leads to greater ideas and innovations and will help us to become more competitive in today's world economy.

2.3 Discrimination:

Each individual should be permitted to work in a business-like atmosphere that promotes equal employment opportunities and prohibits discriminatory practices. The Company will not tolerate discrimination against any individual on the basis of age, race, color, religion, gender, national origin, disability, or any other status protected by law.

2.4 Workplace Harassment:

Harassment in the workplace is strictly prohibited. Conduct that creates an uncomfortable situation or a hostile work environment, such as



unwelcome advances, inappropriate comments or jokes, intimidation, bullying, or physical contact, may be forms of workplace harassment. Employees should avoid any actions or words that might be interpreted by another as offensive.

2.5 Partnership:

We will work in partnership with our fellow employees. We understand that a healthy partnership requires truthful and candid communication. It also requires that we make realistic promises to each other, and that we keep those promises. We will respect the ideas of our internal business partners, and we will respect their courage to express those ideas. Though we win as a team, we recognize the important individual contributions of each employee.

3. Responsibility to the Public

3.1 Community:

We are privileged to do business in our East Bay community, and we are committed to being a responsible corporate citizen. This means that we obey the law, we conduct our operations safely, and we remain prepared for emergencies that may occur. We also give back to our community by actively supporting and participating in various civic and charitable causes. We are dedicated to making important contributions in the areas of human needs, culture and the arts, and education.

3.2 Environment:

We must always conduct business in an environmentally sensitive manner. Each one of us needs to understand and comply with the environmental laws and regulations applicable to our work. We strive to reduce and prevent waste, emissions, and releases in all of our operations. We also strive to safely use, handle, transport and dispose of all raw materials, products and wastes. In pursuing these environmental goals, we will work in partnership with government agencies, contractors, and our community.

4. Responsibility to the Company

4.1 Protecting Company Assets:

Each employee is responsible for the proper acquisition, use, maintenance and disposal of Company assets. We must protect such assets from loss, damage, waste, misuse or theft. We must only use such assets for legal and ethical activities. Company assets such as computers, telephones and cell phones, fax machines, copy machines,



vehicles, and similar property are intended primarily for Company business. The Company does allow limited personal use of these and similar assets, as long as such use is occasional, does not result in excessive costs, does not interfere with your work responsibilities, and is in compliance with all laws and company policies.

At no time should Company assets be used to promote or solicit support for religious or political causes, commercial enterprises, outside organizations, or other activities not related to an employee's services to the Company.

4.2 Protecting the Company's Reputation:

Our actions as employees help to shape the Company's reputation. The best way to help the Company maintain its good name is to live up to the standards found in this Code of Business Conduct. We must also be careful to only use the Company's name and logo for authorized Company business and never in connection with personal activities or communications.

4.3 Business Records and Communications:

We are responsible for the integrity of the records we create. We must never make false or misleading entries in Company books or records. All financial reports, sales reports, expense reports, time sheets, production records, and other similar documents must be accurate. If you are uncertain of the validity of an entry or report, raise your concern immediately with the appropriate person. Never allow yourself to be part of a chain of incorrect information.

Be aware that whenever we write memos, leave voice mail or send e-mail, we create a record. These records are not private. We should therefore communicate responsibly and in a way that we can be proud of, even if our communications are later revealed to the public.

4.4 Document Retention:

Our Company has a Document Retention Policy that dictates what types of documents need to be retained, and for how long. Be familiar with the Document Retention Policy, and only dispose of documents in accordance with that policy. Employees who are unsure about the need to keep certain documents should contact the Company's Law Department for guidance. Whenever it becomes apparent that documents of any type will be required in connection with a lawsuit or government investigation, all potentially relevant documents should be preserved.



4.5 Confidential Information:

In our competitive industry, it is extremely important to protect the Company's confidential information. Confidential information includes proprietary technical information, business plans, pricing, customer lists, details of operations and equipment, financial data, and all other non-public business information that would be of use to competitors or harmful to the Company if made public. We must never use this information for personal gain or advantage, nor should we share this information without appropriate approval and safeguards. In many instances, we should require written confidentiality agreements with the party to whom we will be disclosing confidential information. If you have questions about the confidentiality of information or the need for a confidentiality agreement, seek advice from the Company's Law Department.

It is also important to protect the confidential information of our employees, including information such as addresses, telephone numbers, benefits, health issues, and performance evaluations. Great care should be taken by anyone who handles such information.

The Company collects information about its competitors from a variety of legitimate sources. It uses such information to evaluate the merits of its own products, services and marketing methods. However, any competitor information obtained accidentally or unethically must be kept confidential and immediately reviewed with the Company's Law Department to determine the appropriate course of action.

The responsibility to preserve confidential information continues even after your employment with the Company ends.

4.6 Inside Information:

Though our Company is not publicly traded, we still must be careful not to engage in any form of insider trading. If you have knowledge of confidential or non-public material information about one of our parent companies, or about other companies we do business with, you may not use such information (or pass such information on to others) for the purpose of buying or selling securities. Examples of such information may include expansion plans, major management changes, dividend rates, earnings, mergers, and new contracts or projects. Engaging in insider trading may subject you and the Company to civil and criminal penalties.

4.7 Copyright Laws:

Employees must avoid the unauthorized use of copyrighted materials. Confer with the Law Department if you have any questions regarding the



permissibility of photocopying or otherwise using such materials. Copyrighted materials include, but are not limited to, newsletters, magazine articles, newspapers, books, videotapes, drawings, musical recordings, and software. Such works are protected by copyright laws even if they do not include a copyright notice.

4.8 Conflicts of Interest:

As employees of the Company, we must avoid any real or apparent conflict between our interests and those of the Company. Our actions and decisions on behalf of the Company should not be influenced by personal considerations or relationships. We must never use our position with the Company to give or obtain favored treatment for family members or others with whom we have close relationships. A conflict of interest may exist when family members or close personal friends are involved in business relationships with you, either inside or outside the Company, or when you, a friend or a family member has a personal or financial interest in any business issue that is under consideration. A conflict may also exist when outside interests interfere with your ability to do your job to the satisfaction of the Company.

4.9 Giving or Accepting Gifts:

Giving and accepting gifts is a common business practice and can help us build better relationships with customers, vendors and other business allies. We must be careful, however, not to use gifts for inappropriate reasons. We should always be guided by this basic rule: No gift should be accepted or provided if it will create a sense of obligation, or the appearance of an obligation, on the part of the recipient. Also, Company employees should never request or solicit personal gifts, nor should they offer or accept gifts of cash or cash equivalents (such as securities).

4.10 Bribery:

The Company strictly prohibits bribery or other improper payments in any of its business operations. This prohibition applies to all business activities, anywhere in the world, whether they involve government officials or are wholly commercial. A bribe or other improper payment to secure a business advantage is never acceptable and can expose individuals and the Company to possible criminal prosecution, reputational harm or other serious consequences.



5. Responsibility to our Business Partners

5.1 Honesty and Reliability:

Those who do business with us deserve honest, accurate and clear communication. They depend on us to be truthful and to keep our promises. We must never undermine our reputation by providing misleading information or breaching our obligations. Similarly, we strive to do business with individuals and companies who obey the law and who share our commitment to ethical business practices.

5.2 Marketing Practices:

We will compete for business aggressively and honestly. We will not misrepresent our products, services, or prices, nor will we make false or misleading claims about the products, services or prices of our competitors.

5.3 Purchasing Practices:

In making purchasing decisions, we strive to achieve the best value for the Company while maintaining our commitment to high ethical and legal standards. We believe in soliciting competitive bids, verifying the quality of products and services, confirming the legal and financial condition of our suppliers, and avoiding personal conflicts. Purchasing agreements should be in writing, clearly setting forth the rights and obligations of all parties.

5.4 Antitrust:

Antitrust laws were established to promote economic competition among businesses. These laws generally prohibit conduct or agreements that tend to restrict competition (such as agreements between competitors as to their pricing, bidding, production, supply, and customer practices). While we intend to vigorously compete for business, we will do so in compliance with all applicable antitrust laws. Because antitrust laws are far-reaching and often complicated, you should consult with the Company's Law Department before taking any action that may raise antitrust issues.

5.5 Political Activities:

The Company's interaction with government officials or personnel must be conducted in compliance with all applicable laws and in such a way as to avoid even the appearance of impropriety. Lobbying activity on behalf of the Company is permissible, but highly regulated. Certain contributions, even if permitted by law, may be prohibited by Company policy.



Employees who intend to communicate with government officials and employees on issues that affect our Company should first contact the Law Department to ensure that such activities fully comply with the law and that they are consistent with the Company's lobbying efforts.

We respect the right of each of our employees to participate in the political process and to engage in political activities of their choosing. While involved in their personal civic and political affairs, however, employees must at all times make clear that their views and actions are their own, and not those of the Company. Employees may not use Company resources to support their choice of political parties, causes or candidates.

6. Reporting Questionable Activities

6.1 General Policy:

Company employees are expected to come forward with information about suspected violations of this Code of Business Conduct. The Company will treat the information in a confidential manner (consistent with investigation and evaluation procedures) and will seek to ensure that no acts of retaliation will be taken against anyone for making a report. Be confident that the Company will stand behind its Code of Business Conduct, and that it will support those who raise issues in good faith.

6.2 Reporting Procedure:

If you suspect there may be a violation of this Code of Business Conduct, talk to your immediate supervisor. If for some reason you are uncomfortable speaking with your immediate supervisor, please report your concerns directly to the Law Department. Don't put it off. Time may be of the essence in avoiding a bigger problem.

6.3 Ethics Helpline:

The Company has also established an Ethics Helpline that allows employees to safely and anonymously report suspected violations without any fear of retribution. The telephone number for the Ethics Helpline is: (925) 439-1852 (Caller ID is disabled).

6.4 Investigation:

Reports of violations will be investigated under the supervision of the Company's Law Department. To the extent practical and appropriate under the circumstances, the Law Department will not disclose the identity of anyone who reports a suspected violation or who participates in an investigation. Employees should be aware, however, that the Law



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Department and those assisting the Law Department are obligated to act in the best interests of the Company, and do not act as personal representatives or lawyers for employees.

6.5 Protection against Retaliation:

Retaliation in any form against an individual who in good faith reports a violation of this Code of Business Conduct, or who assists in the investigation of a reported violation, is itself a serious violation of the Code. Acts of retaliation should be reported immediately and will be disciplined appropriately.

7. Values to Work By

This Code of Business Conduct provides an overview of various business issues that you may face as an employee of the Company. You can access additional information by referring to our Company policies and guidelines, which are published on Intalex and on our internal website at <http://upinet/>. Please keep in mind, however, that no single document can identify and address every rule of business conduct. That is why it is so important to maintain the basic values that are emphasized throughout this Code of Business Conduct – values such as trust, respect, fairness, dignity, honesty and reliability. We must all embrace the intent and the spirit of our Code of Business Conduct and seek counsel whenever we are uncertain about the choices we should make.

Policy Coordination

8. The General Counsel shall coordinate the application of this policy.