



CODE OF BUSINESS CONDUCT AND ETHICS

Statement of Principle

Our long-standing policy is to maintain the highest standards of integrity and ethical conduct in our relations with our stockholders, our employees, our customers and suppliers, and all governmental authorities. This Code of Business Conduct and Ethics (the “**Code**”) is intended to provide basic principles to guide your conduct. Although it covers a wide range of business practices, and identifies a number of corporate policies, it does not cover every issue that may arise in the conduct of our business. We expect all of our directors, officers and employees, as well as our agents and representatives, to conduct themselves appropriately, in a manner that will enhance the reputation of our Company and will avoid even the appearance of improper personal or business conduct.

We expect all of our directors, officers, employees, agents and representatives to comply with this Code, except in cases where an applicable law conflicts with the Code. We intend to enforce the provisions of this Code vigorously and violators will be subject to disciplinary action. If you have questions about the provisions of this Code, apparent conflicts between this Code and applicable law, or your conduct or the conduct of others, in a particular circumstance, please follow the Procedures set forth in Section 17 of this Code. You should also know that you may report any failure to adhere to the standards set forth in this Code to the Company’s Internal Audit Director and Compliance Officer or General Counsel without fear of retribution. In addition, the Company has also provided an anonymous manner for you to report any such failure to adhere to the standards set forth in this Code, which is also outlined below in Section 17 of the Code.

Internal Audit and Compliance Officer

The Company’s Director of Internal Audit and Compliance Officer will implement and enforce all aspects of the Code. In addition to the monitoring efforts of the Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer, the Senior Vice President of Finance and Administration, the Vice President Finance – Principal Accounting Officer, and any other senior officers in such similar capacities, the Internal Audit Department will monitor and audit Company activities to ascertain compliance with the Code, as well as all other Company policies and procedures.

Conduct

1. Compliance with Laws, Rules and Regulations

Proper conduct begins with compliance with applicable laws, rules and regulations, including both their specific provisions and their intended purpose. Although not all directors, officers and employees are expected to know all of the details of these laws, it is important to be aware of the applicable laws so that you can determine when to seek advice from, in the case of directors, the Company’s General Counsel or outside legal counsel, and in the case of employees (including officers), from supervisors, managers, other appropriate personnel or Company officers.

2. Conflicts of Interest

Each director, officer and employee of the Company owes a duty of loyalty to the Company. A "conflict of interest" occurs when an individual's private interest interferes in any way - or even **appears** to interfere - with the interests of the Company as a whole.

A conflict situation can arise when a director, officer or employee takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also may arise when a director, officer or employee, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, directors, officers or employees and their family members are of special concern because they may create conflicts of interest.

Employees who purchase products and services for the Company must deal with suppliers in a respectable, professional and legal manner. As a general rule, employees should not directly or indirectly accept gifts or incentives (other than those of nominal value, such as a free calendar) from suppliers.

Employees (including officers) should not have other outside employment **or** business interests that place them in the position of: appearing to represent the Company; providing goods or services substantially similar to those the Company provides or is considering making available; or, lessening their efficiency, productivity, or dedication to the Company in performing their everyday duties.

It is not possible to list all situations in which a conflict of interest may exist or may appear to exist. We must rely on the integrity and good judgment of our directors, officers, and employees in avoiding situations that may create a conflict of interest. If questions arise, you should consult with your supervisor, higher levels of management or the Company's General Counsel. Any director, officer or employee who becomes aware of a conflict or potential conflict must bring it to the attention of a supervisor, officer or other appropriate personnel.

3. Corporate Opportunities

A director, officer or employee violates his or her duty of loyalty to the Company if he or she personally profits from a business opportunity, which rightfully belongs to the Company. Directors, officers and employees are prohibited from taking for themselves personal opportunities that are discovered through the use of corporate property, information or position without the prior written consent of the Company (and the approval of the Board of Directors in the case of a director). Directors, officers and employees may not use corporate property, information, or position for improper personal gain, and officers and employees may not compete with the Company directly or indirectly. Directors, officers and employees should not enter into or invest in any endeavor in the Company's line of business or any complementary business without the Company's prior written consent. Directors, officers and employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

4. Confidentiality

Directors, officers and employees must maintain the confidentiality of non-public proprietary information entrusted to them by the Company or its customers or other parties with whom we do business, except when disclosure is authorized or legally mandated. The Chief Financial Officer, the Senior Vice President of Finance and Administration or the Company's General Counsel can inform you when disclosure is so authorized or mandated. This principle applies to all communications, including, for

example, internet "chat rooms," even where the communication is anonymous. There are two general types of proprietary information: (i) the Company's operating information, such as trade secrets, business and marketing plans, broadcast technologies, contract terms, customer lists and databases; and (ii) the Company's unpublished financial results, such as earnings or sales data, or material corporate events that may impact such results. Information about the Company's customers and other parties should be assumed to be confidential. All information related to proposed or pending acquisitions, mergers, or divestitures must also be assumed to be confidential.

5. Insider Trading

Directors, officers and employees who have access to non-public information regarding the Company or any other entity are not permitted to use or share that information for purposes of trading securities of the Company or such other entity or for any other purpose except the conduct of the Company's business. All non-public information should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is both unethical and illegal. All directors, officers and employees should be familiar with the details of the Company's Policy on Securities Trading, which is located in the Employee Resources Guide. If you have any questions regarding this policy or its applicability, please consult the Company's Chief Financial Officer, the Senior Vice President of Finance and Administration or the Company's General Counsel.

6. Fair Dealing

We are committed to business success by maintaining the highest standards of ethics and responsibility. We must always conduct all aspects of our business with integrity, honesty and fairness. We must respect and protect any confidential or proprietary information shared with us by customers, suppliers or others. No director, officer or employee acting on behalf of the Company should take unfair advantage of others through dishonest, unethical or illegal practices, including false or misleading statements.

We encourage appropriate business entertainment and gifts as a way to generate good will and improve working relationships. However, directors, officers, employee members and their families should not offer, give or accept cash gifts, gifts that are excessive, or gifts that violate any law or appear to be a bribe or pay-off. Please discuss with your supervisor, a Company officer, or the Company's General Counsel, any gifts or proposed gifts that you are not certain are appropriate.

7. Discrimination and Harassment

We are firmly committed to providing equal opportunity in all aspects of employment and, consistent with the Company's long-established policies, we have a "zero tolerance policy" for all illegal discrimination and harassment. Harassment covers a wide range of conduct, including unwelcome sexual advances or the use of racial epithets. Please refer to the Company's Employee Resource Guide under the "Company Policies" section for specifics relating to the Company policies prohibiting illegal discrimination and harassment.

8. Health, Safety and Environmental Concerns

We take pride in our ability to offer a safe and healthful work environment. Each of us is responsible for maintaining a safe and healthy workplace by following appropriate safety and health rules and reporting workplace accidents, injuries and unsafe conditions.

The Company is committed to the protection of the environment and the conservation of natural resources by complying with all environmental laws and regulations. Each employee is responsible for knowing the environmental requirements, which are likely to apply to his or her work.

We do not permit violence or threatening behavior, nor are any weapons permitted on Company property. "Violence" includes physically harming another, shoving, pushing, harassing, intimidating, coercing, brandishing weapons, and threatening or talking of engaging in those or similar activities. It is the intent of this policy to ensure that no one associated with our Company, including directors, officers, employees, stockholders, suppliers and customers, ever feels threatened by the action or conduct of a director, officer or employee. For additional information, please refer to the Employee Resource Guide under the "Company Policies" section for specifics relating to the Company policy prohibiting Workplace Violence.

9. Accounting Practices and Record-Keeping

No code of conduct can review the extensive accounting requirements, which the Company must fulfill. To meet these obligations, however, the Company must rely on employee truthfulness in accounting and financial practices. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements, generally accepted accounting principles and to the Company's system of internal controls. All transactions should be posted promptly. Directors, officers and employees may not participate in any misstatement of the Company's accounts. There are no circumstances which justify the maintenance of unrecorded or "off-the-books" funds or assets, unless permitted by applicable law or regulation.

Timely and accurate recording and reporting of information is essential for the conduct of the Company's business. Business expenses, hours worked, payments made and similar matters should be documented and recorded timely and accurately. Directors and officers should consult the Chief Financial Officer and employees should consult their supervisors or other Company financial officers if there is any concern whether a certain expense is legitimate.

Business records and communications, such as e-mails, internal reports, memos and similar items, often become public. E-mails should be given the same forethought as any written memoranda. You should assume e-mails will be saved and that they may be forwarded to others. We should avoid references that could be misunderstood or misinterpreted in light of subsequent events. You should retain or destroy records only in accordance with the Company's established record retention policies. In the event of litigation or governmental investigation, however, you may be directed to retain documents beyond the Company's normal retention period, and in such instances, please consult the Company's General Counsel.

10. Protection and Proper Use of Company Assets

All directors, officers and employees should protect the Company's assets, including its proprietary information, to ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. All Company assets (including Company supplies and equipment) should be used only for legitimate business purposes. Any suspected incident of misuse of Company assets, fraud or theft should be immediately reported for investigation in accordance with the procedures set forth below in Section 17 of the Code.

11. Payments to Government Personnel

You are strictly prohibited from offering, promising or giving money, gifts, loans, rewards, favors or anything of value to any governmental official, employee, agent or other intermediary of the government (either in or outside of the United States) or any member of their family in order to influence their judgment in conducting government duties or to obtain or retain business. You also are strictly prohibited from making payments of any kind to agents or intermediaries if you know or have reason to know that they will pay all or part of such payments to accomplish what you are prohibited from doing directly. Such payments not only violate Company policy and this Code, but also may be a criminal offense.

12. Antitrust

The Company is firmly committed to compliance at all times with both the letter and spirit of all applicable antitrust and trade regulation laws, which generally prohibit agreements or actions that unreasonably restrain trade or competition (such as price fixing, market or customer allocation and boycotts). When you encounter situations that appear to involve antitrust issues, please contact the Company's General Counsel.

13. Stockholder Relations

We highly value our relationships with our stockholders. Any communication from a stockholder or the investment community requesting information relating to our Company should be referred to the Company's Chief Executive Officer or Chief Financial Officer.

14. Media Relations

News media contact, responses to media inquiries or public discussion of our Company's business should be made only through an authorized Company spokesperson. All questions or requests for interviews from trade publications, magazines, news reporters or other media representatives should be referred to the relevant Market Manager or to the Company's Chief Operating Officer.

15. Waivers of the Code of Business Conduct and Ethics

Any waiver of this Code for executive officers or directors may be made only by the Company's Board of Directors or a Board committee and will be promptly disclosed to stockholders and others, as required by applicable law and New York Stock Exchange Rules.

16. Reporting Any Illegal or Unethical Behavior

We encourage our directors, officers and employees to talk to supervisors, other appropriate personnel, the Director of Audit and Compliance Officer or the Company's General Counsel about illegal or unethical behavior that they may observe or learn of, or if they are in doubt about the best course of action in a particular situation. The Company will not allow retaliation for reports of misconduct made in good faith by directors, officers and employees. We also expect our directors, officers and employees to cooperate in any internal investigations of misconduct or potential violations of the Code.

17. Procedures

All of us must work to ensure appropriate compliance with this Code and prompt and consistent action against violations. This Code sets forth certain general guidelines, and does not deal with every specific situation that may arise. Therefore, we have provided several mechanisms to deal with questions you may have or matters which you may wish to report.

a. The Company maintains a system for anyone to anonymously report violations. We encourage you to take advantage of this procedure if you observe or learn of illegal or unethical behavior. Potential violations of the Code may be reported anonymously by phone at 1-877-778-5463 (username is "Citadel" and pass code is "radio").

b. For Company employees who may wish to make a report, you may do so online at www.reportit.net. The logon and password have previously been distributed to you and are available in your workplace where all employee notices are posted.

c. The Company also maintains an open-door policy and encourages employees to discuss these issues with their supervisors, Company officers or the Company's General Counsel. If you are uncomfortable discussing these matters with Company management in your market, then you may discuss any of these issues with higher levels of management, including the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Senior Vice President of Finance and Administration or the Board of Directors or Audit Committee.

Remember, you may report ethical violations without fear of retaliation, and if necessary, your identity will be kept confidential.

Note: The Company reserves the right to update, amend, supplement, or modify the Code, in whole or in part, at any time for any reason with or without prior notice.