

North Pittsburgh Systems, Inc.
Code of Ethics
For Executive Management, Directors and
All Other Employees and Agents
As Amended on October 20, 2005

I. Preface

Adherence to the principles of honesty, integrity and respect by all employees, directors, agents and other affiliates of North Pittsburgh Systems, Inc. (the "Company") in their personal and professional capacities is critical to the reputation and success of the Company and to the Company being able to fulfill its responsibilities of ethical conduct and disclosure to its shareholders, customers and community and to the investing public in general.

The chief executive officer, chief financial officer, chief accounting officer, president and vice presidents (collectively, the "Executive Officers") of the Company and the senior financial personnel of the Company (collectively with the Executive Officers, the "Executive Management") and the members of the Board of Directors of the Company hold an important and elevated role in corporate governance. For purposes of this Code of Ethics, the Executive Management and the members of the Board of Directors of the Company (hereafter referred to collectively as "Principal Persons" and individually as a "Principal Person") shall include, but not necessarily be limited to, the individuals holding such positions with the Company from time to time. As the leaders of the Company's management team, the Principal Persons are vested with both the responsibility and authority to protect and preserve the interests of the Company's shareholders, customers, employees and suppliers and the citizens of the communities in which the Company provides its services and otherwise conducts its business. Principal Persons fulfill this responsibility in part by prescribing, enforcing and themselves adhering to the policies and procedures employed in the operation of the Company's activities and by demonstrating their own adherence to, and promoting and enforcing, the following Code of Ethics.

This Code of Ethics sets the tone for appropriate conduct and is intended to provide general guidance about acceptable behavior. It does not address every potential situation or issue that may exist or arise. This Code of Ethics is intended to supplement, and not supersede, existing Company policies and standards of practice. All employees, Principal Persons and agents of the Company should reference the Company's existing policies which cover issues such as, but not limited to, discrimination, harassment, protection of confidential information, kickbacks, expense reports, use of company assets, use of the Internet, environmental protection and worker health and safety.

II. Honest and Ethical Conduct

All employees, Principal Persons and agents of the Company shall observe the highest standards of ethical conduct. The Principal Persons, in addition to exhibiting the aforementioned principles of conduct, also are responsible for promoting the highest standards of honest and ethical conduct throughout the Company by, among other things, establishing, implementing and enforcing Company policies and procedures that:

- (a) Encourage and reward professional integrity of all the Company's employees, agents and other affiliates in all aspects of the Company's organization and operation and eliminate inhibitions and barriers to responsible behavior, such as coercion, fear of reprisal, and alienation from the Company.
- (b) Require disclosure of the existence of, and of even the appearance of, any conflict between what is in the best interest of the Company and what could result in material personal tangible or intangible gain for any employee, director or other person or entity affiliated with the Company, including, but not limited to, any Principal Person (any "Conflict of Interests"); and provide for assessment of, and appropriate response to, any actual or apparent Conflict of Interests by the Audit Committee of the Board of Directors of the Company (the "Audit Committee").
- (c) Provide a mechanism for any person to inform appropriate personnel within the Company of any deviation in practice from this Code of Ethics or any other policy or procedure of the Company relating to honest and ethical behavior.
- (d) Demonstrate the Principal Persons' personal support for this Code of Ethics and such policies and procedures through periodic communication reinforcing these ethical standards throughout the Company.

III. Financial Records and Periodic Reports

The Executive Management will establish and manage the Company's transaction and reporting systems and procedures to ensure that:

- (a) Business transactions are properly authorized and completely and accurately recorded on the Company's books and records in accordance with Generally Accepted Accounting Principles (GAAP) and established Company financial policy.
- (b) The retention and proper disposal of Company records shall be in accordance with established financial policies and applicable legal and regulatory requirements.

- (c) Financial and other public communications by the Company, and reports and documents the Company files with, or submits to, the Securities and Exchange Commission (SEC), will provide full, fair, accurate and timely disclosure and be delivered in a manner that facilitates the highest degree of clarity of content and meaning, so that readers and users reasonably can be expected to be able quickly and accurately to determine their significance and consequence.

In addition, depending on his or her position within the Company, an employee may be required to assist the Company in meeting its financial reporting obligations. The responsibility of the employee is to provide full, fair, accurate and timely disclosures. If an employee has questions concerning the appropriateness of a disclosure, including, but not limited to, questions as to the relevance of information or whether the disclosure conforms to GAAP and/or established Company financial policies, the employee should direct such questions to the senior financial personnel in the Executive Management group.

IV. Compliance with Applicable Laws, Rules and Regulations

All employees, Principal Persons and agents of the Company shall respect and comply with federal, state and local governmental laws, rules and regulations applicable to the Company and the rules and regulations of regulatory agencies having jurisdiction over the Company. In addition, it is the responsibility of the Principal Persons to use their best efforts to cause the Company and its employees and agents to comply with all applicable laws, rules and regulations. To that end:

- (a) The Principal Persons shall use their best efforts to ensure full compliance with the Sarbanes-Oxley Act of 2002 and all applicable securities laws, as well as with all applicable corporate governance requirements of the NASDAQ Stock Exchange (NASDAQ) and any other exchanges upon which any of the Company's securities are listed or traded from time to time. The Executive Management shall in all cases use their best efforts to ensure full and honest disclosure of the Company's financial and operating conditions as required by law and NASDAQ mandate. The Executive Management shall be responsible for the security of confidential information related to the Company.
- (b) The Executive Management will establish and maintain mechanisms to:
 - (1) Educate employees and directors of, and as appropriate others involved with, the Company about any federal, state or local statute, regulation or administrative rule or procedure that affects the organization or operations of the Company generally.

- (2) Monitor the compliance of the Company with any applicable federal, state or local statute, regulation or administrative rule.
 - (3) Identify, report and correct in a swift and certain manner, any detected deviations from applicable federal, state or local statute, regulation or administrative rule.
- (c) All employees, Principal Persons and agents of the Company are prohibited by both federal law and Company policy from purchasing or selling Company stock, either directly or indirectly through their families or friends or otherwise, while in the possession of material, non-public information concerning the Company, or during blackout periods. Material, non-public information is any information that could reasonably be expected to affect the price of a stock. If any person is considering buying or selling a stock because of inside information, that person should assume that such information is material. In addition, all employees, Principal Persons and agents of the Company should not provide any non-public information to family, friends or anyone else seeking advice about buying or selling Company stock. Federal law and Company policy also prohibit “tipping” anyone, including but not limited to family and friends, regarding material, non-public information, regardless of whether an employee, Principal Person or agent of the Company derives any benefit from the trade.

V. Conflicts of Interest

Neither any Principal Person nor any other employee or agent of the Company shall engage in any activity or transaction that gives rise to a Conflict of Interest or an appearance of a Conflict of Interest, without the prior written approval of the Chairman of the Audit Committee or the Chairman of the Board of Directors of the Company, which approval states that such activity or transaction has been approved by a vote of a majority of the members or the Audit Committee or of the Board of Directors of the Company, respectively, who do not have a Conflict of Interest in connection with the activity.

Principal Persons and all other employees and agents of the Company shall fully disclose to the Chairman of the Audit Committee the nature of any proposed conduct or transaction that would or could reasonably be expected to involve a Conflict of Interest and the nature of the possible Conflict of Interest. Principal Persons and all other employees and agents of the Company shall cooperate fully with all investigations and assessments by or on behalf of the Audit Committee or the Board of Directors of the Company of any actual or suspected Conflict of Interest or appearance of a Conflict of Interest, and shall disclose to the Chairman of the Audit Committee all personal interests and circumstances that might constitute a Conflict of Interest as soon as the interest, circumstance or potential conflict arises.

VI. Reporting of Violations and Conflicts of Interests

Any violation of this Code of Ethics, and the existence or appearance of any Conflict of Interest, should be reported immediately by any person who becomes aware of such violation, Conflict of Interest or appearance of a Conflict of Interest, by contacting the Chairman of the Audit Committee or, alternatively, the following or any successor independent call center, which accesses the Audit Committee:

COMPLIANCE HOTLINE: 1-877-217-6364

If any person has a question regarding this Code of Ethics, including whether certain actions constitute a violation of this Code of Ethics, or regarding a circumstance that might involve a Conflict of Interest, such person is encouraged to contact and discuss the matter with the Chairman of the Audit Committee.

No one shall be subject to any disciplinary or retaliatory action for reporting any activity governed by or any violation of this Code of Ethics or any actual or suspected Conflict of Interest or any appearance of a Conflict of Interest, unless such report was made with knowledge that the report was false. All calls to the Compliance Hotline may be made anonymously, and the identity of the caller, if given, shall be held confidential by the Audit Committee.

VII. Accountability for Adherence to this Code of Ethics

Accountability for adherence to this Code of Ethics shall include the following:

- (a) Each of the Principal Persons shall acknowledge this Code of Ethics and certify his or her adherence to and advocacy of its principles and responsibilities annually at the Organizational meeting of the Board of Directors following the Annual Meeting of Shareholders and file a copy of such certification (the form of which is provided in Exhibit A attached to this Code of Ethics) with the Audit Committee of the Board of Directors.
- (b) Each Principal Person shall, and every other employee, agent or other affiliate of the Company is expected to, upon receipt of any information of a possible violation of this Code of Ethics, immediately report the possible violation to the Chairman of the Audit Committee or to the independent Compliance Hotline call center.
- (c) Each Principal Person, and every other employee and agent of the Company, shall be held accountable to the Company for his or her full compliance with this Code of Ethics. In the event that any person is determined by the Audit Committee to have violated this Code of Ethics, such violation shall be reported to the Board of Directors of the Company, and that person shall be subject to all disciplinary action available and appropriate as determined by the Audit Committee or the Board of

Directors of the Company including, but not limited to, immediate termination of employment by the Company for cause.

- (d) There shall be no waiver from the principles contained in this Code of Ethics without the prior written consent of the Board of Directors of the Company and, in the case of any such waiver granted to a Principal Person, public disclosure of such waiver in accordance with applicable rules of the SEC.

VIII. Review and Disclosure

The content of, and adherence by all Principal Persons of the Company as acknowledged by the certification in Exhibit A to, this Code of Ethics shall be reviewed periodically, but not less frequently than annually, by the Audit Committee. The Audit Committee may from time to time propose to the Board of Directors of the Company that this Code of Ethics be amended as such Committee shall deem appropriate. The Company will disclose all such amendments to this Code of Ethics, and all waivers of the Code of Ethics that are granted to any Principal Person for any reason, as required or permitted by the rules and regulations of the SEC or NASDAQ.

Adopted by the Board of Directors
of the Company on
February 19, 2004 and
Amended by the Board of Directors
On October 20, 2005

EXHIBIT A
CERTIFICATION

In my role as a Principal Person (as defined in the North Pittsburgh Systems, Inc. Code of Ethics) of North Pittsburgh Systems, Inc. (the "Company"), I certify to each of the Company and the Audit Committee of the Board of Directors of the Company that I adhere to and advocate the principles of such Code of Ethics and accept my responsibilities thereunder governing my professional and ethical conduct.

(Date)

(Signature)