

Code of Ethics

PARTNERS TRUST FINANCIAL GROUP, INC. (NASDAQ - PRTR)

Code of Business Conduct and Ethics
January 2006

Table of Contents

Click on a link below to read the text associated with that subject.

1. [Introduction](#)
 2. [General Principles](#)
 3. [Compliance with Laws, Rules and Regulations](#)
 4. [Conflicts of Interest](#)
 5. [Fees and Honorariums](#)
 6. [Insider Trading](#)
 7. [Corporate Opportunities](#)
 8. [Competition and Fair Dealing](#)
 9. [Gifts](#)
 10. [Equal Employment Opportunity Policies](#)
 11. [Record-Keeping](#)
 12. [Confidentiality](#)
 13. [Protection and Proper Use of Company Assets](#)
 14. [Use of Networks, E-Mail and Internet Services](#)
 15. [Payments to Government Personnel; Political Activities and Contributions](#)
 16. [Rules for Senior Financial Officers](#)
 17. [Waivers of the Code of Business Conduct and Ethics](#)
 18. [Reporting any Illegal or Unethical Behavior](#)
 19. [Compliance Procedures](#)
 20. [Administration](#)
-

1. INTRODUCTION

This Code of Business Conduct and Ethics of Partners Trust Financial Group, Inc. and all its related entities and affiliates (the "Company") covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out policies to guide all employees, officers and directors of the Company. All of the Company's employees, officers and directors must conduct themselves according to these policies and seek to avoid even the appearance of improper behavior.

If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom or policy conflicts with this Code, you must comply with the Code. If you have any questions about these conflicts, you should ask your manager, the Senior Vice President of Human Resources, or the Vice President of Audit how to handle the situation.

Those who violate the policies in this Code will be subject to disciplinary action, up to and including a discharge from the Company and, where appropriate, civil liability and criminal prosecution. *If you are in a situation that you believe may violate or lead to a violation of this Code, follow the policies described in Sections 18 and 19 of this Code.*

[Return To Table of Contents](#)

2. GENERAL PRINCIPLES

The following general principles should be adhered to by all Company employees, officers and directors at all times:

1. Always act with the highest standards of personal and professional integrity: do not tolerate others who attempt to deceive, or evade responsibility for actions.
2. Keep the Company's stockholders' best interests in mind at all times: do nothing that you feel would compromise those best interests.
3. Consider the legacy of your actions and the Company's: the Company's good name and reputation is a key asset and you must conduct yourself at all times to enhance the value of that asset.
4. Do nothing, and tolerate nothing, that bothers your conscience, however trivial.
5. Do not allow the pressure of others, or the pressure of meeting the expectations of others, to compromise your actions.

[Return To Table of Contents](#)

3. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Obeying the law, both in letter and in spirit, is one of the foundations on which this Company's ethical policies are built. All employees, officers and directors must respect and obey the laws of the cities, states and countries in which we operate. Although not all employees, officers and directors are expected to know the details of these laws, it is important to know enough to determine when to seek advice from managers or other appropriate personnel.

[Return To Table of Contents](#)

4. CONFLICTS OF INTEREST

The Company respects the rights of employees, officers and directors to manage their personal affairs and investments and does not wish to intrude upon their personal lives. At the same time, employees, officers and directors must act in the best interests of the Company and avoid situations that present a potential or actual conflict between their interests and the interests of the Company.

A "conflict of interest" exists when a person's private interest interferes in any way with the interests of the Company. A conflict situation can arise when an employee, officer or director of the Company takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest also arise when an employee, officer or director or members of his or her family, receive improper personal benefits as a result of his or her position in or with the Company. Loans to, or guarantees of obligations of, employees, officers or directors or their family members may also create conflicts of interest.

Conflicts of interest are generally prohibited as a matter of Company policy. Exceptions may only be made after review and approval of specific or general categories by the Board of Directors. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your manager or the Company's Senior Vice President of Human Resources or the Vice President of Audit. Any employee, officer or director who becomes aware of a conflict or potential conflict should bring it to the attention of a manager, or other appropriate personnel or consult the policies described in Section 18 and 19 of this Code.

Examples of Conflicts of Interest

Outside or Additional Part-Time Work:

It is almost always a conflict of interest for a Company employee to work simultaneously for a competitor, customer or supplier. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf. Employees may wish to take on additional part-time work with organizations that are not our competitors, customers or suppliers. While such work in itself does not constitute a conflict of interest, the second job must

be strictly separated from the employee's job at the Company and must be approved in writing by the Company.

- Outside work must not be done on Company time and must not involve the use of Company equipment or supplies.
- The employee should not attempt to sell products or services from the outside employer to the Company or from the Company to the outside employer.
- Performance of the outside work must not interfere with or prevent the employee from devoting the time and effort needed to fulfill the employee's primary duties and obligations as an employee of the Company.

Direct Reporting to Spouse, Partner or Immediate Family:

The potential for conflict of interest clearly exists if your immediate family member (i.e. spouse, sibling, child, or parent) or someone with whom you have a romantic relationship also works at the Company and is in a direct reporting relationship to you. Employees should not directly supervise, report to, or be in a position to influence the hiring, work assignments or evaluations of an immediate family member or someone with whom they have a romantic relationship.

[Return To Table of Contents](#)

5. FEES AND HONORARIUMS

With approval by the President, or in the case of the President, the Board of Directors, employees are allowed to serve as a director of another company, give lectures, conduct seminars or publish articles and books. A copy of such approval will be filed in the employee's personnel file.

[Return To Table of Contents](#)

6. INSIDER TRADING

Employees, officers and directors who have access to confidential, or non-public, information about the Company are not permitted to use or share that information for any purpose except the conduct of our business. In particular, employees, officers and directors are prohibited from using or disclosing any confidential or non-public information for stock trading purposes. 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 not only unethical but also illegal. You are expected to understand and comply with the Company's Insider Trading Policy, which contains more detailed policies and rules relating to transactions in the Company's securities. If you have any questions, please consult the Company Insider Trading Policy or the Senior Vice President – CFO immediately.

[Return To Table of Contents](#)

7. CORPORATE OPPORTUNITIES

Employees, officers and directors are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position. No employee, officer or director may use corporate property, information, or position for improper personal gain, and no employee, officer or director may compete with the Company directly or indirectly. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

[Return To Table of Contents](#)

8. COMPETITION AND FAIR DEALING

We seek to outperform our competitors fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Our employees, officers and directors should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

[Return To Table of Contents](#)

9. GIFTS

The receipt or giving of gifts or favors may be seen as an improper inducement to grant some concession in return to the donor. We want our customers, collaborators, vendors and suppliers to understand that their business relationship with the Company is based totally on our respective competitive abilities to meet business needs.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any Company employee, officer or director or any of their family members unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff and (5) does not violate any laws or regulations. Unless it comports with these rules, employees, officers and directors and their family members should not request or accept donations or gifts from customers, collaborators, suppliers or vendors. These rules apply at all times, and do not change during traditional gift-giving seasons. If you have any question about whether a gift or proposed gift fits within these criteria, you should discuss the matter with your manager.

Requesting donations from suppliers, contractors or local merchants to help pay for Company social functions, golf tournaments or other Company events is specifically prohibited. Solicitations of cash, merchandise or services are not allowed because they could be perceived to create obligations in order to keep, increase or obtain Company business.

[Return To Table of Contents](#)

10. EQUAL EMPLOYMENT OPPORTUNITY POLICIES

The Company's policies are designed to ensure that all employees are treated fairly and with respect, and that employees treat others with the same respect. It is the Company's policy to prohibit unlawful discrimination on the basis of race, color, religion, sex, pregnancy, age, national origin, disability, veteran status, sexual orientation, marital status or any other factor prohibited by law. This policy applies to all personnel actions, including recruiting, hiring, promotions, compensation, benefits, transfers, layoffs, and termination.

The Company is committed to providing a work environment that is free from all forms of discrimination and conduct that can be considered harassing, coercive, or disruptive, including sexual harassment. Actions, words, jokes, comments, signs, epithets, slurs, pictures, posters, e-mail jokes, faxes, pranks, intimidation, physical contact or violence based on an individual's sex, race, color, national origin, age, religion, disability, sexual orientation, marital status, pregnancy, veteran status, or any other legally protected factor will not be tolerated and is prohibited by this policy. Harassment may include conduct which is not directed at a particular individual, but which occurs in his or her presence. Inappropriate material transmitted electronically by e-mail or the Internet also constitutes prohibited harassment and will not be tolerated by the Company.

This policy prohibits any form of harassment of employees by managers or co-workers, both in the workplace and off the

premises, including at social activities conducted or sponsored by the Company. Similarly, the Company will not tolerate harassment, including sexual harassment, of its employees by non-employees with whom Company employees have a business, service, or professional relationship.

Sexual harassment is defined by federal regulations as “unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature” when:

- “submission to such conduct is made either explicitly or implicitly a term or condition of an individual’s employment;
- submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual; or
- such conduct has the purpose or effect of unreasonably interfering with an individual’s work performance or creating an intimidating, hostile, or offensive working environment.”

Examples of conduct that could constitute sexual harassment include, but are not limited to: offensive and unwelcome sexual flirtations, advances, propositions or physical contact, verbal abuse of a sexual nature, sexually-related comments or jokes, graphic comments about an individual’s body, sexually degrading words used to describe an individual, or the display in the workplace of sexually suggestive objects or pictures.

If an employee believes that he or she has been subjected to discrimination or harassment of any type, the employee should promptly notify their manager, or the Senior Vice President of Human Resources. Any manager who becomes aware of possible discrimination or harassment must immediately advise the Senior Vice President of Human Resources. All reports of discrimination, harassment or retaliation will be investigated promptly and confidentially, to the extent possible.

Employees are expected to cooperate fully in the Company’s investigation of complaints. No employee will be subject to, and it is the Company’s policy to strictly prohibit, any form of discipline or retaliation for reporting incidents of discrimination or harassment, cooperating in an investigation, or pursuing any claim of discrimination or harassment. Any employee who is found to have engaged in discrimination, unlawful harassment or retaliation will be subject to discipline, up to and including termination.

[Return To Table of Contents](#)

11. RECORD-KEEPING

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your manager or the Vice President Controller. Rules and guidelines are available from the Accounting Department.

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 and accounting requirements and to the Company’s system of internal controls. Unrecorded or “off the books” funds or assets should not be maintained under any circumstances. The accurate and timely reporting of our financial results and financial condition requires that all financial information be recorded promptly and accurately, and that our systems for recording and reporting that information be properly functioning and subject to regular and thorough evaluations. While we all may not be familiar with accounting procedure, we do need to make sure that every business record is accurate, complete and reliable. This policy also applies to all operating reports or records prepared for internal or external purposes. False, misleading or incomplete information impairs the Company’s ability to make good decisions, undermines trust in the long term, and may in some cases be illegal.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to the Company’s

record retention policies. In accordance with those policies, in the event of litigation or governmental investigation please consult the Company's President and CEO, or the Senior Executive Vice President - COO.

[Return To Table of Contents](#)

12. CONFIDENTIALITY

Employees, officers and directors of the Company, must maintain the confidentiality of information entrusted to them by the Company or its customers, except when disclosure is either expressly authorized by the Company or required by law. Confidential information includes all nonpublic information, including information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. The Company expects that each employee, officer and director will preserve the Company's confidential information even after his or her employment or relationship with the Company ends. In some cases, disclosure of Company confidential information, even after termination of employment or other relationship, may result in civil liability to the individual. All employees, officers and directors must, upon termination of employment or relationship with the Company, return all confidential information to the Company, including originals and copies, whether in electronic or hard copy.

Some examples of confidential information are:

- Non-public earnings reports and other financial information.
- Technical information about current or planned products and/or processes.
- Trade secrets.
- Employee salary and benefits data or medical information.
- Procurement plans, vendor lists or purchase prices.
- Cost, pricing, marketing or service strategies.
- Customer account information and supplier lists.
- Information related to divestitures, mergers and acquisitions.

All Employees, Officers and Directors of the Company Should Adhere to the following Rules:

1. Take all reasonable steps to preserve the confidential nature of the Company's confidential information. This includes an obligation to be careful about where and how Company matters are discussed. It is inappropriate to discuss confidential matters in the presence or within hearing range of unauthorized persons, as in restaurants or on airplanes or other public places. Such information should not ordinarily be discussed outside the Company because even family and friends may inadvertently convey confidential information to others. Be careful discussing Company confidential information while on cellular telephones because of the potential risk of deliberate or inadvertent eavesdropping. Never leave confidential information unattended or in public view. Even where physically able, do not access confidential information unless you are specifically authorized to do so, and you need to do so in order to perform Company business.
2. Do not disclose confidential information to other Company personnel except on a legitimate "need to know" basis.
3. Do not disclose confidential information to any third party, except where expressly authorized by the Company. In some instances, it will be necessary to seek the approval of your manager prior to disclosure, to allow for implementation of agreements with third parties to safeguard the confidential information from further disclosure.
4. Do not remove confidential information from the Company's premises, or make copies of any material containing confidential information, except for legitimate Company business.
5. Do not use or disclose any Company confidential information for personal profit, or to the advantage of yourself or any other person.
6. Do not accept confidential information of a third party without the express approval of the Company. Obtaining confidential information from a third party without adequate legal safeguards is improper and may expose the Company to legal risks. In some circumstances, it may be necessary to enter into a written agreement with a third-party prior to obtaining confidential information. If such information is obtained, its confidentiality should be guarded as would Company confidential information.
7. No prospective employee shall be hired in order to obtain the person's specific knowledge of a former employer's

confidential information, nor shall any new employee be placed in a position that would inevitably require the individual to disclose or use a former employer's confidential information. If you are thinking of offering a job to an executive of a direct competitor, the approval of the President and Chief Executive Officer of the Company is required before any active negotiations are undertaken.

[Return To Table of Contents](#)

13. PROTECTION AND PROPER USE OF COMPANY ASSETS

All employees, officers and directors should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes only. Any suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted.

The obligation of employees, officers and directors to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties. Employees, officers and directors who have access to proprietary and confidential information are obligated to safeguard it from unauthorized access in accordance with the Company's policy on confidential information (see Section 12 of this Code).

[Return To Table of Contents](#)

14. USE OF NETWORKS, E-MAIL AND INTERNET SERVICES

The Company provides to its employees access to computers, computer networks, e-mail systems and Internet services that are provided solely to help us do our work. Incidental and occasional personal use is permitted, so long as such use does not interfere with the Company's needs and operations, is not for personal gain or for any other improper purpose, and does not otherwise violate this policy.

Employees should not use any of the Company's computers, computer networks, e-mail systems or Internet services for any of the following purposes:

1. political activity;
2. solicitation or distribution of material unrelated to the Company's business;
3. accessing pornographic or sexually explicit material;
4. gambling;
5. accessing Internet chat rooms;
6. accessing material that is derogatory or harassing to employees or others based on their sex, pregnancy, race, color, national origin, religion, age, disability, marital status, sexual orientation, veteran status or any other status protected by federal, state, or local law;
7. any illegal act, including but not limited to software piracy (i.e., use of software that is inconsistent with its licensing agreement) and illegal duplication of material in violation of copyright law; and
8. any other inappropriate behavior, including but not limited to transmission of "chain letters," jokes, obscene remarks, defamatory remarks, anything of a commercial nature not pertaining to the Company's business, subscription to e-mail lists or Internet groups that are not directly relevant to an employee's assigned duties.

All information that is stored on or has passed through the Company's servers or other equipment, including but not limited to all e-mails, voicemails, records of Internet access, and documents created on any Company computer, is the exclusive property of the Company. Employees have no right or expectation of privacy with regard to their use of Electronic Resources or with regard to information that is stored on Company servers, that is received, created, sent, or accessed by the user, or

to which the user is given access.

The Company, in its sole discretion, may at any time without notice inspect and monitor an employee's use of any and all Electronic Resources, including e-mail messages and Internet use. The Company may review an employee's deleted e-mail messages and the Web sites accessed by an employee. The encryption, labeling of an e-mail or document as private, deletion of an e-mail or document or any other such action does not diminish the Company's rights or ability to monitor this activity. Employees are advised that the Company backs up the network and that messages deleted from one PC are not necessarily deleted from the network and back-up files.

The Company permits employees to use unique passwords to gain access to the Company's electronic resources. These passwords exist solely for the protection of the Company and not for the protection of individual employees. Employees must not disclose their login IDs or passwords to anyone, including other employees, and must take care to prevent the unauthorized disclosure of passwords.

Employees must not allow any person to access, in any manner, their assigned computer equipment, unless that person is specifically authorized by the Company to do so. Employees should not leave a workstation logged in to the network unattended; employees must log out or lock their workstation before leaving the work area.

Due to the potential for security breaches, employees must not download software from the Internet, unless prior written approval has been obtained from the Company. Likewise, employees must exercise extreme caution in downloading and executing any files attached to e-mail. If an attachment is not clearly business-related and/or expected from a known source, it should not be opened or executed and should be immediately forwarded to the Company's Information Technology Department. Employees should never accept instructions from third parties to go to unknown websites.

Employees may use software only in accordance with its licensing agreement, and without the prior written authorization of the Company, users may not (i) install any software on Company-owned computer equipment; (ii) install Company-owned software on any non-Company-owned computer equipment; or (iii) provide copies of company-owned or licensed software to anyone.

Return To Table of Contents

15. PAYMENTS TO GOVERNMENT PERSONNEL; POLITICAL ACTIVITIES AND CONTRIBUTIONS

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any jurisdiction.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities that may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. The Company's Senior Vice President of Human Resources or the Compliance Officer can provide guidance to you in this area.

The Company respects and supports the rights of employees, officers and directors to participate in political activities. However, these activities should not be conducted on Company time or involve the use of any Company resources such as telephones, computers or supplies. Employees, officers and directors will not be reimbursed for personal political contributions.

The Company may sometimes express its views on local and national issues that affect its operations. In such cases, Company funds and resources may be used, but only when permitted by law and by our strict Company policies. The Company may also make limited contributions to political parties or candidates in jurisdictions where it is legal and customary to do so. No employee, officer or director may make or commit to political contributions on behalf of the Company without approval from the Company's President and CEO.

16. RULES FOR SENIOR FINANCIAL OFFICERS

In addition to complying with all other parts of this Code, if you are a Senior Financial Officer or a member of his/her staff, you must take the following steps to ensure full, fair, timely and understandable disclosure in the Company's periodic reports filed with the Securities and Exchange Commission ("SEC"):

1. Conflicts of interest of senior financial officers are prohibited in all cases unless a specific, case-by-case exception has been made after review and approval of specific circumstances by the Board of Directors. Prohibited conflicts of interests for senior financial officials include significant work for an outside employer, transactions between the Company and any other enterprise in which the senior financial officer has an interest (other than owning a de minimus amount of publicly traded securities).
2. Carefully review a draft of each periodic report for accuracy and completeness before it is filed with the SEC, with particular focus on disclosures each senior financial officer does not understand or agree with and on information known to the officer that is not reflected in the report.
3. Meet with the disclosure committee, members of senior management not on the committee, division heads, accounting staff and others involved in the disclosure process to discuss their comments on the draft report.
4. Establish and maintain disclosure controls and procedures that ensure that material information is included in each periodic report during the period in which the periodic report is being prepared;
5. Consult with the audit committee to determine whether they have identified any weaknesses or concerns with respect to internal controls.
6. Confirm that neither the Company's internal auditors nor its outside accountants are aware of any material misstatements or omissions in the draft report, or have any concerns about the management's discussion and analysis section of the report.
7. Bring to the attention of the disclosure committee and/or audit committee matters that you feel could compromise the integrity of the Company's financial reports, disagreements on accounting matters and violations of any part of this Code.

Any waiver of this section of the Code for a senior financial officer will be promptly disclosed as required by law or regulation of the SEC.

17. WAIVERS OF THE CODE OF BUSINESS CONDUCT AND ETHICS

Any waiver of this Code for executive officers or directors may be made only by independent directors of the Board or a Board committee comprised solely of independent directors and will be promptly disclosed as required by law or regulation of the Nasdaq National Market.

18. REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR

If you believe that actions have taken place, may be taking place or may be about to take place that violate or would violate this Code, you must bring the matter to the attention of the Company. You are encouraged to talk to your manager, or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. Any manager who receives a report of a potential violation of this Code must report it immediately to the Senior Vice President of Human Resources or the Vice President of Audit. Any allegation of questionable accounting, internal accounting controls or auditing activity should be reported immediately to the Chairman of the Audit Committee.

You may communicate any violations of this Code either anonymously or by name to the Senior Vice President of Human Resources or the Vice President of Audit or to your manager, by any of the following methods:

- In writing
- By e-mail
- By phoning
- By mail to: Chairman – Audit Committee
- By mail to: Chairman – Governance Committee

We would prefer you identify yourself to facilitate our investigation of any report. However, you may choose to remain anonymous. We will use reasonable efforts to protect the identity of any person who reports potential misconduct and any retaliation for reports of misconduct by others made in good faith will not be tolerated. Indeed, any employees, officers or directors who engage in retaliation are subject to discipline, up to and including termination, and in appropriate cases, civil and/or criminal liability. We will also use reasonable efforts to protect the identity of the person about or against whom an allegation is brought, unless and until it is determined that a violation has occurred. Any person involved in any investigation in any capacity of a possible misconduct must not discuss or disclose any information to anyone outside of the investigation unless required by law or when seeking his or her own legal advice, and is expected to cooperate fully in any investigation.

Any use of these reporting procedures in bad faith or in a false or frivolous manner will be considered a violation of this Code.

[Return To Table of Contents](#)

19. COMPLIANCE PROCEDURES

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your manager. This is the basic guidance for all situations. In many cases, your manager will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your manager's responsibility to help solve problems.
- Seek help from Company resources. In the rare case where it may not be appropriate to discuss an issue with your manager, or where you do not feel comfortable approaching your manager with your question, discuss it with the Senior Vice President of Human Resources. If you prefer to write, address your concerns to:
 - Vice President of Human Resources
 - Vice President of Audit
 - Chairman – Audit Committee
 - Chairman – Governance Committee
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind against employees, officers and directors for good faith reports of ethical violations.
- Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.

[Return To Table of Contents](#)

20. ADMINISTRATION

Board of Directors. The Board of Directors, through the Corporate Governance Committee, will help ensure this Code is properly administered. The Corporate Governance Committee will be responsible for the annual review of the compliance procedures in place to implement this Code and will recommend clarifications or necessary changes to this Code to the full Board for approval.

Officers and Managers. All officers and managers are responsible for reviewing this Code with their employees and ensuring they have signed the attached certification. Officers and managers are also responsible for the diligent review of practices and procedures in place to help ensure compliance with this Code.

[Return To Table of Contents](#)

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