

# **Code of Ethics and Business Conduct**

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2008

## A Brief History of DynCorp International

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- 1946** DynCorp International LLC has its origins with two companies formed in 1946 – Land-Air, Inc., and California Eastern Airways. Land-Air performed maintenance services, and California Eastern Airways provided freight service to Asia and the Middle East.
- 1951** Land-Air reached a major milestone in 1951, when it was awarded the first Contract Field Teams (CFT) contract by the Air Force Logistics Command (AFLC). DynCorp International and its predecessors have held that contract continuously ever since.
- 1951–1987** Also in 1951, Land-Air was acquired by California Eastern Airways, which became California Eastern Aviation. In 1962, the company changed its name to Dynalectron Corporation, and in 1987 Dynalectron became DynCorp. Dynalectron and DynCorp expanded into many different business activities, including information technology, health systems, electrical contracting, range services, and petrochemical services.
- 1998** In 1998, DynCorp formed a new subsidiary for its aviation and international-division business, DynCorp Technical Services, Inc. (DTS). Two years later, it formed DynCorp International LLC to perform its international business, while DTS continued to perform the company’s domestic contracts.
- 2003** In 2003, DynCorp and its subsidiaries were acquired by Computer Sciences Corporation (CSC), and in February 2005 CSC completed the sale of what is now DynCorp International LLC to private investors. DynCorp International Inc. became a public company in May 2006 and trades on the New York Stock Exchange.
- PRESENT** DynCorp International is a global company that provides services essential to national security, humanitarian operations, nation-building, peacekeeping, and aviation.

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## Letter from the President and CEO

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*Because we are a professional services company, integrity necessarily comes down to our people, who every day make decisions and take actions that can impact our customers.*

Dear Colleagues:

It is our goal to make our Company the very best it can be. When a customer selects DynCorp International for a project, we are selected for more than our technical competence and past experience. Each time we are selected, a customer makes a statement of confidence in our honesty and integrity. Because we are a professional services company, integrity necessarily comes down to our people, who every day make decisions and take actions that can impact our customers.

This Code sets forth the compliance standards for our business that we expect our directors, officers, employees, and consultants to follow.

We have a tradition of dealing with one another and with our customers, suppliers, and others with integrity. We abide by the laws of the United States and the foreign countries where we engage in business activities.

Overall, businesses are becoming more and more challenging to manage. New laws, competition, budgetary constraints, technological innovations, business re-engineering, and the increasing globalization of business make our operations even more demanding than in the past.

These increasing demands serve to highlight the importance of business ethics. Cutting corners to obtain or retain business is not our way. We don't take short cuts; we conduct business properly. Our challenging environment requires an even greater commitment to our Code of Ethics and Business Conduct.

The Code is designed to help you protect and preserve our longstanding business successes. Please read it carefully and review it from time to time as a refresher. Of course, not all potential problems will be anticipated by this Code. You are encouraged to confer with our Company attorneys about specific concerns that you may have regarding a particular compliance issue.

DynCorp International is a leading government-services provider today because of its steadfast adherence to the principles and policies set forth in the Code of Ethics and Business Conduct. We need to ensure our future success with a continued commitment to sound business ethics.

Sincerely,



William L. Ballhaus  
President and Chief Executive Officer

# Introduction

This document provides a detailed outline of the Company's Code of Ethics and Business Conduct. It deals with various laws and ethical standards to which the Company adheres. However, a word of caution is necessary. This document does not describe all of the laws to which we are subject; nor does it cover every ethical issue. Furthermore, this document does not replace the Company's Policy Statements that set forth other requirements regarding individual-employee and Company conduct.

The purpose of this Code is to give you a clear sense of direction in your daily work activity and to communicate the Company's attitude regarding compliance with laws, Company policies, and ethical business standards.

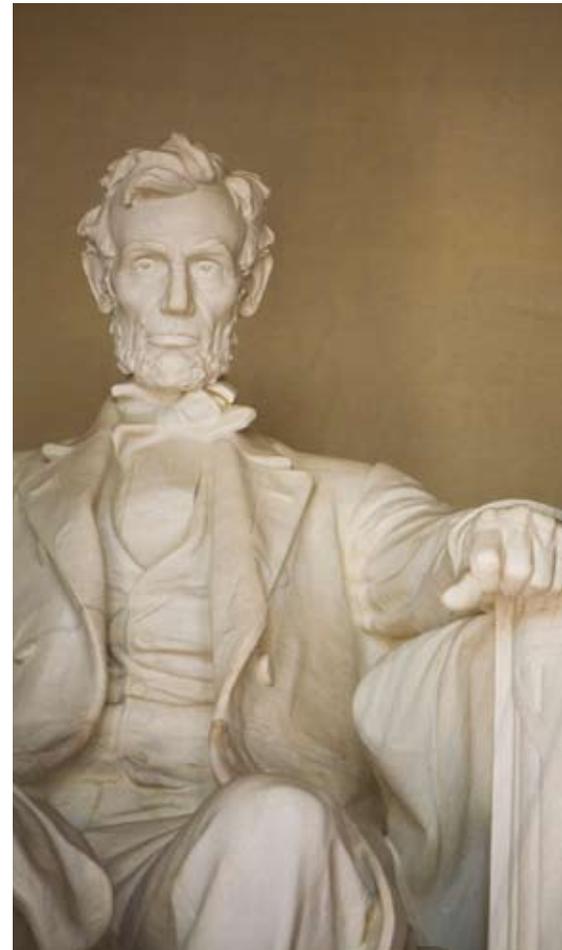
## Our Guiding Principles

- High ethical conduct is everyone's responsibility.
- Directors, officers, employees, and consultants are expected to do what is right.
- We are expected to treat each other with respect, and we all have the right to work in an environment in which we are respected and valued.
- We are expected to raise questions and make reports about conduct which we believe in good faith to be an ethical or legal violation.
- Employees are encouraged to work with supervisors to resolve ethical issues; supervisors are to foster an "open door" environment to discuss ethical issues.
- We are protected from retaliation for reports made in good faith under the Code of Ethics and Business Conduct.

## Compliance with the Law

DynCorp International and its subsidiaries ("DI" or "the Company") conduct business in compliance with all applicable laws and regulations. Because we conduct business around the world, we are required to comply with the laws of the United States and the laws applicable to each location in which we operate.

Compliance with the law is the minimum standard for our performance; it does not encompass our entire ethical obligation. We also have high ethical principles that guide our work performance, and we conform to a strict standard of moral, professional, and ethical conduct. At times this Code establishes requirements for our behavior that go beyond our legal obligations.



*We have high ethical principles that guide our work performance, and we conform to a strict standard of moral, professional, and ethical conduct.*

# Respect for Our Co-Workers



*We are committed to providing a safe and healthy work environment.*

## 1. Equal Employment Opportunity

We value diversity and promote an inclusive work environment. DI is committed to recruiting, developing, promoting, and retaining a well-qualified workforce without regard to race, color, religion, gender, age, national origin, disability, military service or status, veteran status, citizenship status, or any other characteristic protected by federal, state, or local law.

We do not tolerate unlawful discrimination. Instead, we actively seek to create a workplace that allows employees to feel respected and valued. Our efforts to achieve diversity and equal employment opportunity are driven by more than compliance with the law; we firmly believe that an inclusive workplace will foster greater business success.

## 2. Harassment-Free Workplace

We have no tolerance whatsoever for unlawful harassment based on race, color, religion, gender, age, national origin, disability, military service or status, veteran status, citizenship status, or any other characteristic protected by federal, state, or local law. Harassment includes but is not limited to racist, sexist, ethnic, or other inappropriate comments, jokes, or gestures, or any action or statement that demeans individuals or creates a hostile, intimidating, or offensive work environment.

All DI employees deserve a workplace where they are free from violence or the threat of violence. Further, we are entitled to be treated with respect. We will not tolerate threatening, hostile, demeaning, or abusive language or behavior.

## 3. Safe Work Environment

We are committed to providing a safe and healthy work environment. Employees, officers, directors, and consultants are responsible for complying with all health and safety laws and regulations. Employees are also expected to report immediately any work-related accident or injury to their management.

As part of our commitment to a safe work environment, we have established a drug-free workplace. All employees are required to pass a drug screen before commencing work and may be subject to additional drug testing in appropriate circumstances during their employment. We will not tolerate the use, sale, or purchase of illegal drugs or the abuse of prescription or over-the-counter medications, alcohol, or other substances.

DI also is committed to environmentally sound business practices throughout the world. All employees are expected to perform their jobs in an environmentally responsible way and report any potential environmental hazards immediately to management.

# Working with Integrity

*The Company's reputation depends largely on the actions and integrity of its employees, officers, directors, and consultants. To ensure DI's continued success, we must conduct our business in an open manner and avoid even the appearance of impropriety.*

## 1. Avoiding Conflicts of Interest

DI employees, officers, and directors occupy positions of trust. We all must be sensitive to any situation, on or off the job, that might compromise that trust or cause others to question the fairness or good faith underlying our decisions.

All of us have a duty to avoid financial, business, or other relationships that might be opposed to Company interests or might cause a conflict with the performance of his or her duties. Employees, officers, and directors are prohibited from taking for themselves opportunities that are discovered through the use of corporate property, information, or position, or from competing directly or indirectly with the Company. We should all conduct ourselves in a manner that avoids even the appearance of conflict between our personal interests and those of the Company.

Potential conflicts of interest can easily arise. They can include personal circumstances in which close relatives of employees are employed by customers or competitors, or where employees hold other employment with, or investments in, an entity that may be in competition with the Company. They can also arise from outside organizations with which employees may be involved, such as homeowners associations, local school boards, or charitable organizations.

Persons who engage or seek to engage in an outside activity (whether as an employee, director, consultant, or otherwise) are required to disclose such outside activity in writing to ensure that their outside activity does not create an actual or potential conflict of interest with, compromise, or otherwise potentially harm, the Company's business interests. Individuals are required to disclose such activities in writing to the Company's Legal Department, and if appropriate, to his/her supervisor. The Company's determination regarding the appropriateness and compatibility of the outside activities shall be final and binding.

Remember, disclosure of a potential conflict of interest is for the protection of both the employee and the Company.

## 2. Organizational Conflicts of Interest

Generally, an organizational conflict of interest may arise if the Company and/or an employee participates in the development of a statement of work for a procurement that the Company intends to pursue; if a statement of work requires the Company or its team partners to evaluate or assess work performed by the Company or its team partners for the government; or if the Company is provided access to third-party proprietary information that may give the Company an unfair competitive advantage in another procurement.



*We all share responsibility for ensuring that DI applies this Code in its day-to-day business.*

## Working with Integrity



*Employees may not engage in political activities that are potentially in conflict with the employee's duties and responsibilities to the Company, including but not limited to, acting as an advisor to or spokesperson for candidates for public office.*

Government procurement regulations generally restrict the ability of a company to participate in a procurement if an organizational conflict of interest would occur and cannot be effectively mitigated. It is important, therefore, to comply strictly with these rules. Further, the circumstances related to organizational conflicts of interest can be complicated and difficult to evaluate. If you have any questions or believe that you are aware of a situation that could create an organizational conflict of interest, consult the Legal Department immediately.

### 3. Hiring Former Employees of the U.S. Government or International Organizations

There are very complicated laws and regulations regulating the ability of government contractors to hire former federal government employees, former military personnel, and former employees of international organizations. These regulations even extend to contacts and negotiations with current government employees regarding potential employment or service as a consultant.

We must observe these rules fully and carefully. All employees must consult the Corporate Human Resources Department or Legal Department before starting discussions with current or former government employees or military personnel about service with DI as an employee or consultant.

### 4. Political Contributions/Lobbying

DI will not make contributions, directly or indirectly, to any candidate or party or to any organization that might use the contributions for a political candidate or party. Exceptions may be made to this prohibition only if permitted by law and approved by DI's Chief Executive Officer.

DI encourages employees to participate individually in the political process. Each employee is responsible for complying fully with all laws and regulations relating to political contributions and interactions with government officials. Employees may not engage in political activities that are potentially in conflict with the employee's duties and responsibilities to the Company, including but not limited to acting as an advisor to or spokesperson for candidates for public office.

DI sponsors a Political Action Committee (PAC) as a means through which employees may make voluntary contributions to federal and state candidates and political parties. Employees are not required to participate in the PAC; the decision is completely voluntary. Company sponsorship of the PAC is not intended to influence any employee's decision to make political contributions or engage in political activity. No employee will suffer consequences, positive or negative, as a result of his or her decision to participate or not to participate in the PAC.

# Protection of Company Assets

*DI resources are available to help you perform your job. These resources can only be used for authorized business purposes unless you receive specific permission from management. Every employee is charged with the duty to preserve the Company's assets, property and equipment, as well as those furnished by its customers and suppliers.*

## 1. Monitoring Property

Each of us owes a special duty to the Company and its customers to use assets and facilities only for their intended purposes. Use of Company or customer facilities, property, or funds for other than Company business is strictly forbidden unless permitted in published Company policies and procedures or cleared in advance by written authorization of an officer.

Employees are expected to use government-provided and Company-owned property properly. This responsibility requires all employees to use, maintain, account for, and at the appropriate time, dispose of, such property in compliance with Company procedures and supervisory instructions. Failure to satisfy this responsibility may be considered theft.

Property provided by a customer or a supplier must be treated by employees in accordance with and only for the purposes set forth in the relevant contract.

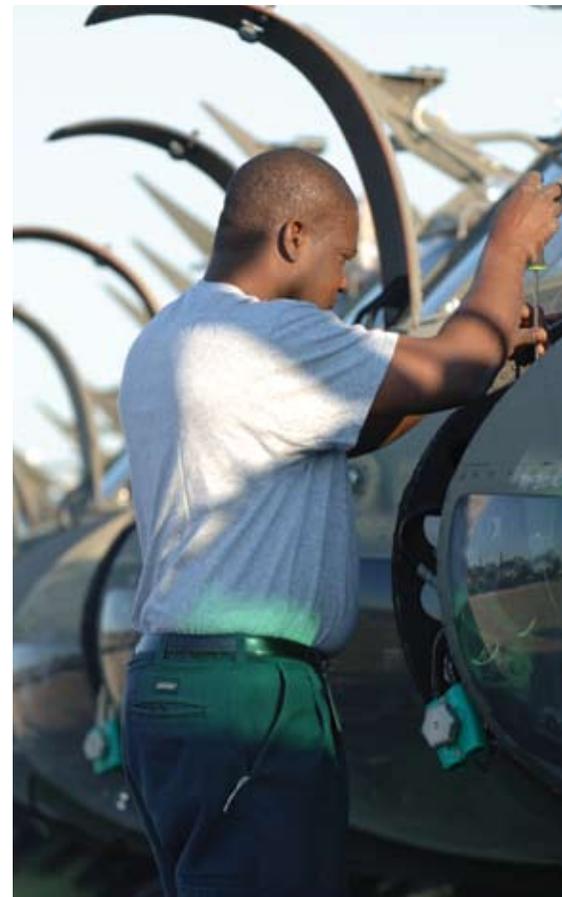
In all cases, Company- or government-provided technology, including computers, software, fax machines, telephones, and e-mail accounts, should only be used for authorized business purposes. Any exceptions must be specifically authorized by management. Abuse or unauthorized use of the Internet is prohibited. In all cases, such technology cannot be used for purposes that are disruptive, offensive, embarrassing, or in violation of Company policy or procedure.

Employees must take necessary steps to protect the security of Company- and/or government-provided technology. Employees must keep access information and passwords confidential. Similarly, employees should use only licensed and approved software on Company systems and should obtain authorization from the corporate IT department before acquiring, accessing, using, altering, or disposing of data.

Employees who are authorized to use a Company credit card may use the card solely for approved business purposes unless expressly authorized by responsible management. Where personal purchases on Company credit are specifically authorized, the employee is responsible for promptly paying all personal charges and any associated costs (i.e., interest and penalties).

## 2. Reporting Expenses

DI will reimburse employees for reasonable expenses incurred in the course of performing their jobs. Employees must submit documentation supporting these expenses in accordance with relevant Company policies and procedures. Reports must be accurate and submitted promptly. In addition, employees should exercise good judgment in incurring expenses and should seek to obtain the best possible value for the Company.



*Employees are expected to use government-provided and Company-owned property properly.*

## Protection of Company Assets



*We carefully protect customer information and third-party proprietary information, as well as government classified information. All classified documents must be handled and safeguarded in strict compliance with the requirements established by the federal government and the Company's security procedures.*

### 3. Protecting Company Information

Company information is a valuable asset. Such information provides the Company with an important competitive advantage. For this reason, it is essential that employees carefully safeguard non-public Company information. Such information may include the Company's technical designs, employee records, personal or protected health information, financial data, cost or pricing data, compensation data, proposal information, business development and marketing information, or information obtained from a third party under an obligation of confidentiality. No employee may release non-public information to the public or to third-parties without the approval of the appropriate management official. Similarly, employees should only disclose non-public Company information to other employees who have a legitimate business need for such information.

DI employees may not seek any information from third-parties or other companies that we are not entitled to receive, particularly information relating to any competitive bid in which we are participating. We honor other companies' intellectual property rights.

We carefully protect customer information and third-party proprietary information, as well as government classified information. All classified documents must be handled and safeguarded in strict compliance with the requirements established by the federal government and the Company's security procedures.

If you have any questions regarding the procedures to safeguard information properly, please consult the Legal Department, and in the case of classified information, contact the Security Department.

### 4. Government Investigations

The Company's policy is to cooperate with government investigations. The legal exposure and potential liability associated with the conduct of government investigations is significant and requires the involvement of the Legal Department. Any employee who becomes aware of or is contacted about an investigation relating to the Company, its employees, consultants, contracts, or subcontracts should immediately notify the Legal Department. The Legal Department will coordinate with the government investigator on all matters pertaining to the government's inquiry, including requests for interviews and documents.

If at any time you receive a subpoena or court order requiring the disclosure of Company information, you should immediately consult the Legal Department.

### 5. Creating Accurate Records

Under federal laws such as the Sarbanes-Oxley Act of 2002, we are obligated to create and maintain full, fair, accurate, timely, and understandable records for submission to the Securities and Exchange Commission and other public agencies. Every record must reflect the true nature of the transaction or activity it documents. All employees must act promptly, in consultation with management, to correct any discrepancies of which they

## Protection of Company Assets

become aware, especially those relating to securities laws. If, at any time, you learn or have reason to believe that certain records are inaccurate, you must inform your supervisor, Human Resources, or the Legal Department.

Employees may not sign records that they believe may be inaccurate simply because they are directed to do so by a supervisor. Each employee is responsible for the accuracy of Company records for which the employee has any responsibility or input. We do not tolerate falsification in any record.

The obligation to provide truthful and accurate records is particularly applicable to financial records and time reporting. Employees must ensure proper recording and charging of all costs to the appropriate account, regardless of the status of the budget for that account. The falsification or improper alteration of timecards or other cost records is illegal and will not be tolerated. Every supervisor is personally responsible for assuring that the work time of employees is recorded properly and promptly, and allocated accurately. This obligation applies not only to work chargeable to a contract, but also to overhead tasks and bid-and-proposal activities.

Employees who are involved in proposals, bid preparations, or contract negotiations must ensure that all statements, communications, and representations to the customer are truthful, complete, and accurate.

### 6. Preserving Company Records

Employees must retain records in accordance with applicable laws and the Company's record-retention policy. You must not destroy, alter, change, or conceal any record if you have been directed to retain the record or if you reasonably believe that the record is relevant to any threatened or pending litigation or investigation (external or internal). These rules also apply to electronic documents.

If you have any questions regarding this requirement or if any person directs you to act in any manner contrary to this policy, please contact the Legal Department immediately.

### 7. Protecting DI's Public Image

DI's reputation is one of its most valuable assets. Each of us represents the Company to the public. We must all take steps to protect the Company's public image. All disclosures made in reports filed with any public agency must be current, accurate, complete, timely, and readily understandable. This responsibility rests with all employees, officers, and directors who have responsibility for preparing, drafting, reviewing, editing, or certifying any public reports.

If you receive a request from the news media, you are required to report this request to the Corporate Communications Department. Employees are not authorized to communicate with the media or any community relations group, or publish articles or books relating to the work performed by such employee without the prior written approval of the Senior Vice President of Corporate Communications.



*We are expected to treat each other with respect, and we all have the right to work in an environment in which we are respected and valued.*

# Fairness and Honesty in Business



*DI's reputation is one of its most valuable assets. Each of us represents the Company to the public.*

## 1. Fair Dealing

Employees, officers, directors, and consultants will deal fairly with the Company's customers, suppliers, competitors, and employees. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

## 2. Antitrust Compliance

The purpose of antitrust laws is to preserve a competitive economy in which free enterprise and open competition can flourish. The Company's insistence upon full compliance with all antitrust laws is based not only on its desire to operate within the bounds of the law, but also on its interest in preserving a free competitive economy. Antitrust laws exist in the United States, the European Union, and other countries in which we do business.

Antitrust laws are vigorously enforced. Violation may result in penalties, including significant fines and the forced sale of parts of the Company. In addition, violations of antitrust laws can lead to criminal sanctions, including imprisonment for any responsible persons.

In dealing with actual or potential competitors, we must be careful not to take any action or enter into any discussion that could be construed as an effort to fix prices or terms and conditions, arrange market shares, or otherwise limit competition in violation of the antitrust laws. Because of the wide scope of activities of the Company, we must be fully alert to the fact that a customer or supplier in one area of activity might be a competitor in another.

Employees involved in dealings with any competitors are responsible for complying with the antitrust laws of the U.S. and any other country whose laws may be applicable. It is never permissible to "team" or work with other companies in order to limit competition. To make certain that teaming arrangements do not violate antitrust laws, any teaming arrangement, including establishment of joint ventures, new subsidiaries, limited liability companies, or prime/subcontractor teams, must be reviewed by the Legal Department.

## 3. Gifts, Gratuities, and Entertainment

The purchase of supplies, materials, and services from vendors, suppliers, and subcontractors must be accomplished following a fair and nondiscriminatory process based solely on quality, performance, price, and customer criteria. These decisions must be free from even the perception that DI employees provided favorable treatment in exchange for business courtesies or gifts.

## Fairness and Honesty in Business

DI expressly prohibits employees from offering, attempting to give, soliciting, or receiving any form of bribe or kickback. Violation of this policy could subject the employee and the Company to criminal penalties. Even the receipt of a request for a bribe or kickback may be a reportable event under the law. Thus, all employees, officers, and directors should immediately seek advice from the Legal Department if they receive any such request.

### a. Gifts to Government Employees

No one may give U.S. federal, state, or local government employees any meal, gift, or form of entertainment regardless of value. However, promotional items with little intrinsic value (generally less than \$20.00) that contain the Company's name or logo may be offered without violating the Code of Ethics and Business Conduct.

The following general rules apply to gifts to employees of federal executive agencies:

- Modest items of refreshment, such as soft drinks, coffee, and doughnuts, offered other than as part of a meal are acceptable.
- Greeting cards and items with little intrinsic value and intended solely for presentations such as plaques, certificates, and trophies are acceptable.
- Employees may socially entertain relatives or personal friends employed by government agencies. It should be clear, however, that such entertainment is not related to the Company's business. Expenditures for such non-business entertainment are not reimbursable by the Company to the employee.
- Employees may not make loans, guarantee loans, or make payments to or on behalf of federal, state, or local government employees, except close relatives, in which case the loan shall be disclosed to the Company.

The making of gifts that exceed these limitations is a violation of the Company's Code of Ethics and Business Conduct. Anyone with questions regarding this section, or seeking an exception to these rules, should contact the Legal Department.

### b. Gifts or Payments to Foreign Officials

DynCorp International will scrupulously adhere to the letter and spirit of the Foreign Corrupt Practices Act (FCPA). The FCPA prohibits employees from giving money or items of value directly or indirectly (such as through third parties) to a foreign official or instrumentality for the purpose of influencing a foreign government or international organization. The FCPA also prohibits giving money or items of value to any person or firm, such as a consultant or marketing representative, when there is a reason to believe that it will be passed on to a foreign official for this purpose.

All agreements between foreign agents and the Company must be approved in accordance with applicable Company policy prior to execution. All questions concerning compliance with the FCPA should be referred to the Legal Department.



*We do not tolerate  
unlawful discrimination.*

## Fairness and Honesty in Business



*We are expected to raise questions and make reports about conduct which we believe in good faith to be an ethical or legal violation.*

### c. Relations with Non-Government Personnel

Furnishing meals, refreshments, modest gifts/honorariums, and reasonable entertainment in conjunction with business discussions with non-government personnel is a commonly accepted business practice. DynCorp International permits its employees, within reason, to engage in such practices. The furnishing of meals, refreshments, or entertainment and the making of modest gifts/honorariums, however, should not violate good common sense and the standards of conduct of the recipient's organization. In addition, such gifts must be consistent with past practice and the guidelines established by the appropriate business unit president.

Employees who make, and supervisors who approve, expenditures for meals, refreshments, or entertainment must use discretion and care to ensure that such expenditures are in the proper course of business and could not reasonably be construed as bribes or improper inducements. You should at all times be mindful of the need to avoid even the appearance of gift giving for the purpose of inducing favorable treatment.

### d. Receipt of Items by Employees

Employees may accept meals, refreshments, or entertainment in connection with business discussions, provided they are not excessive as to cost or frequency. It is the responsibility of every employee to ensure that his or her acceptance of such meals, refreshments, or entertainment is within prevailing Company guidelines and could not reasonably be construed as an attempt by the offering party to secure favorable treatment or create an appearance of impropriety.

During any consecutive 12-month period, you may not accept gifts, including travel and accommodations, that have an aggregate retail or exchange value of more than \$100 from an individual or firm doing or seeking to do business with the Company. Exceptions may be granted on an individual basis; however, employees must immediately report the gift to their supervisor and the Legal Department and request a waiver of this rule.

In any circumstance where an employee is offered meals, refreshments, entertainment, or gifts, and the offering may create an appearance of impropriety regardless of value, the employee should disclose the offering to his/her supervisor and the Legal Department.

### e. Summary

Laws and regulations pertaining to entertainment, gifts, and payments are somewhat complicated. Questions regarding interpretations of specific policies should be submitted to the Legal Department.

All approved expenditures for meals, refreshments, and entertainment must be fully documented and recorded on the books of the Company in strict compliance with established policies and procedures.

## Fairness and Honesty in Business

### 4. Export-Control

Export-control laws and regulations govern items or knowledge provided to foreign persons in the United States or abroad or U.S. citizens who are in foreign countries. Generally, an export takes place when covered items or knowledge are transferred verbally, physically, or electronically. Exports require government approval in the form of a license or other authorization such as a Technical Assistance Agreement.

Compliance with export-control laws and regulations is complicated and very fact-specific. You should confer with the Trade Compliance Department before providing information to, training, hiring, or communicating with a non-U.S. citizen or a foreign company and before providing any technical data, goods, or services outside the United States.

### 5. International Boycotts

It is illegal to enter an agreement to refuse to deal with potential or actual customers or suppliers because of boycotts or to otherwise engage in or support restrictive international trade practices, except for those imposed by U.S. laws. Employees shall not directly or indirectly engage in any activity that reasonably could have the effect of promoting a restrictive international trade practice. Since the mere receipt of a request to engage in such activity is a reportable event by law, all employees should immediately seek advice from the Legal Department if any such request is received that appears to seek the Company's involvement in such a restrictive trade practice.

### 6. Compliance with Securities Laws and Regulations

We are required by the Securities and Exchange Commission to make prompt public disclosure of "material information" regarding the Company and its subsidiaries. "Material information" is information that may affect investor decisions and the market price of Company securities.



*We have a tradition of dealing with one another and with our customers, suppliers, and others with integrity.*

## Responsibilities



*We all share responsibility for ensuring that DI applies this Code in its day-to-day business.*

As an employee, you may become aware of material “insider information,” which is “material information” that is not publicly available and could lead a reasonable person to buy, sell, or otherwise trade DI stock. In such cases, you must hold the information in the strictest confidence. You must never use “material inside information” to advise or assist another person, including your family, in trading DI’s or any other company’s stock. It is a violation of federal law to purchase or sell a company’s securities or to trade in derivatives of these securities using “material information.” Insider trading is a serious violation of the law and can result in serious civil or criminal penalties, including imprisonment. Please consult the Company’s Insider Trading policy for additional information.

We all share responsibility for ensuring that DI applies this Code in its day-to-day business. Anyone with questions should seek advice and guidance from their management, Human Resources, or the Legal Department. Employees, officers, and directors should also feel free to report violations about which they have knowledge. The Company will take appropriate steps to investigate all reports and will take appropriate corrective action. No one will suffer retaliation for raising a good-faith complaint, and we will not tolerate retribution against employees or applicants who raise concerns through any of the avenues discussed in this Code.

Employees are encouraged to raise claims first within their management chain. If it is not practical to raise an issue in that way, or you prefer not to do so, you may contact the Legal Department, Human Resources, or the Corporate Hotline. DI has established the Hotline for any employee who seeks guidance on an ethics or compliance issue or who would like to report a violation of the Code of Ethics and Business Conduct. You can contact the Hotline by calling 877-396-4685 toll-free or 703-560-1203, or by e-mailing [hotline@dyn-intl.com](mailto:hotline@dyn-intl.com).

Persons who violate the Company’s Code of Ethics and Business Conduct are subject to disciplinary action, up to and including termination of employment. An employee with knowledge of a violation who fails to report the violation may also be subject to discipline.

## Receipt and Acknowledgment Form

**I acknowledge that I have received a copy of the DynCorp International Code of Ethics and Business Conduct.**

**I understand that:**

- I am responsible for reading and complying with the Code of Ethics and Business Conduct, which set out the Company's guidelines for workplace behavior and ethics;
- I am expected to adhere to the highest moral and ethical standards for business and personal conduct;
- I am personally responsible and accountable for my actions and should avoid any activity or behavior that may conflict with my duties under DI's Code of Ethics and Business Conduct;
- I am required to report any violations or suspected violations of this policy to a supervisor within my chain of command or to the Legal Department;
- I should direct any questions concerning this policy to my supervisor or the Legal Department; and
- Violations of this policy may result in disciplinary action, up to and including dismissal from employment.



\_\_\_\_\_  
Signature

\_\_\_\_\_  
Please Print Your Name

\_\_\_\_\_  
Date

\_\_\_\_\_  
Employee Number

\_\_\_\_\_  
Job Title or Classification

\_\_\_\_\_  
Location





# DynCorp International

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Every Mission is Critical™