

Code of Ethics and Business Conduct



Applicability

This Code of Ethics and Business Conduct ("Code") applies to all employees of Obsidian Solutions Group, LLC (the "Company") and to all of its business activities. This Code shall be incorporated in all contracts with individual consultants, and they shall all be expected to comply with this Code.

Responsibility and Accountability

Responsibility for the Company's commitment to integrity rests with each employee. All employees are expected to:

- adhere to the highest standards of ethical business conduct
- know and comply with this Code and our other corporate policies and procedures
- maintain a work environment that encourages open and honest communication regarding ethics and business conduct issues and concerns
- avoid placing, or seeming to place, pressure on employees that could cause them to deviate from acceptable ethical behavior
- seek advice and guidance when unsure of a specific action, and report suspected violations of this Code

Employees who violate this Code will be subject to disciplinary action up to and including termination of employment. Violations also may result in civil or criminal penalties. An employee who witnesses a violation and fails to report it may be subject to discipline, and a manager may be subject to discipline to the extent that a violation reflects inadequate supervision.

Retaliation against employees who report what they believe in good faith to be a violation of this Code or any law or regulation applicable to the Company, who assist another in making such a report or who cooperate with an investigation of any such violation is strictly prohibited and will result in disciplinary action up to and including termination of employment.

Ethical Conduct

The Company aspires to conduct its business in accordance with uncompromising ethical standards and in full compliance with all laws and regulations. As a Government contractor, the Company has a special role as a steward of public resources. In the course of conducting Company business, integrity must underlie all Company relationships. The Company expects every employee to adhere to high ethical standards, promote ethical behavior and be honest and forthright in dealings with managers, subordinates, and one another as well as with customers, business partners and the public. Employees must not engage in conduct or activity that may raise

questions as to the Company's honesty, impartiality, or reputation or otherwise cause embarrassment to the Company. Every action should be judged by considering whether it is legal, fair to all concerned, in the best interests of our stockholders, employees and customers and able to withstand the scrutiny of outsiders.

Compliance with Laws

The Company and its employees must obey all applicable laws and regulations that affect the Company's business. Some of the more common laws and regulations are set forth in this Code. While the Company does not expect its employees to be experts in legal matters, it holds each employee responsible for being familiar with the laws governing his or her areas of responsibility. If you have a question concerning the application of any law or regulation to a contemplated action, it is your responsibility to seek guidance.

Equal Opportunity

The Company's policy on equal employment opportunity prohibits discrimination based on race, color, religion, national origin, sex, age, physical or mental disability or veteran or any other status or classification protected by applicable federal, state, or local law. This policy applies to all terms and conditions of employment, including recruiting, hiring, transfers, promotions, terminations, compensation, and benefits.

Anti-Discrimination and Anti-Harassment

The Company is committed to maintaining a work environment free from all forms of discrimination and harassment. In keeping with this commitment, the Company will not tolerate harassment or discrimination by anyone, including a supervisor, co-worker, vendor, consultant, visitor, or customer of the Company. Harassment consists of unwelcome conduct, whether verbal, physical or visual, that is based upon a person's protected status, such as race, color, religion, national origin, sex, age or physical or mental disability. Retaliation against anyone for reporting harassment, assisting in making such a report or cooperating in a harassment investigation is strictly forbidden and will result in disciplinary action, up to and including termination. All employees are responsible to help assure that we avoid harassment in the workplace and must immediately report any harassment experienced or witnessed.

Drug-Free Workplace

Our policy is to provide a working environment free of the problems associated with the use and abuse of illegal drugs or controlled substances. The unlawful distribution, dispensing, possession, or use of illegal drugs or other controlled substances, except for approved medical purposes, at any Company office or site where Company employees are engaged in work-related activities is strictly prohibited. In no event should any employee be under the influence of alcohol, illegal drugs or controlled substances while present at any such office or site.

Timekeeping Policy

Each employee must record accurately his or her time on a daily basis in accordance with the Company's established timekeeping policies and procedures. Each employee is expected to read, fully understand, and precisely follow those policies and procedures. In signing your timecard each week or reporting your time electronically, you are certifying that your time is being charged in accordance with those policies and procedures. Improperly shifting cost from one contract to another, improperly charging labor or materials and falsifying timecards are strictly prohibited. If you have any questions or doubts regarding how to charge time or record costs, it is your responsibility to seek guidance.

Truth In Negotiations Act (TINA)

The Company must comply fully with TINA in the conduct of its U.S. Government business. The purpose of TINA is to give the Government an effective means of negotiating a fair and reasonable price. TINA requires disclosure of cost or pricing data and certification that such data is accurate, complete, and current. Employees involved in negotiating Government contracts and subcontracts must ensure that all cost and pricing data, communications and representations of fact are accurate, complete, current, and truthful.

Protection and Use of Company Assets

All employees are responsible for the protection and appropriate use of Company assets, which include physical assets as well as intellectual property and confidential information. While Company assets are intended to be used only for legitimate business purposes, it is recognized that occasional personal use by employees may occur without adversely affecting the Company's interests. For example, employees may occasionally use Company computers to send and receive personal e-mail and Company telephones to make or receive personal, local telephone calls - so long as such activity does not interfere with the Company's business and adheres to the Company's policies for appropriate communication. The Company reserves the right to access, review, delete, disclose or use any communications and other material stored in Company computers or telephones, and thus you should not have any expectation of privacy with respect to such communications and material.

Government Furnished Property

Government furnished property shall be used, maintained, accounted for and disposed of in accordance with the applicable contract requirements and Government regulations.

Company Records

The use, expenditure and disposal of Company resources must be documented as required by Company procedures. Documents and other records must be maintained in accordance with the applicable requirements of law, contracts and Company policies and shall not be removed from Company premises or used for personal gain or

benefit. No employee or anyone acting on the Company's behalf shall take any action to circumvent the Company's system of internal controls or provide misleading information in Company documents and records.

Use of Software

Employees shall use all software only in accordance with the terms of the Company's license agreements or other contracts under which the software is supplied. Company licensed software may not be copied or provided to any third party unless authorized under the applicable license agreement.

Protection of Intellectual Property

It is essential for all employees to safeguard the Company's trade secrets and confidential information and to refuse any improper access to trade secrets and confidential information of any other company or entity, including our competitors. Company proprietary information must not be discussed with others within the Company, except on a strict need-to-know basis. If there is a need to disclose Company trade secrets or confidential information to any person outside Company, such disclosure must be done only in conjunction with an enforceable non-disclosure agreement. Similarly, the Company's rights in its technology and products must be protected by use of appropriate agreements whenever such technology and/or products are used, transferred or disclosed.

Avoid Personal Conflicts of Interest

Each employee has the legal duty to carry out his or her responsibilities with the utmost good faith and loyalty to the Company. A "conflict of interest" occurs when your own interests (financial gain, career development, reputation advantage, etc.), or those of your immediate family, interfere in any way - or even appear to interfere - with the Company's legitimate business interests or your ability to make objective and fair decisions when performing your job. In order to avoid potential conflicts of interest, employees should avoid any activity that could reasonably be expected to put them in a conflict situation.

While not every situation contrary to this policy can be listed here, the following situations are prohibited:

- Competing against the Company
- Serving as a consultant to or as a director, trustee, officer or employee of a company, organization or government agency that competes or deals with or is a supplier to or customer of the Company
- Holding a significant financial interest (other than an interest of 5 percent or less in a publicly held company) in a company doing business with or competing with the Company (other than with companies that are members of the Obsidian Solutions Group family of companies)

- Accepting gifts, gratuities or entertainment from any customer, competitor or supplier of goods or services to the Company, except to the extent they are lawful, consistent with marketplace practices, infrequent and nominal in amount (e.g. less than \$100) and are not in cash or offered in consideration for an improper action or in a manner that could hurt the Company's reputation for impartiality and fair dealing
- Using for personal gain any business opportunities that are identified through your position with the Company
- Using Company property, information, or position for personal gain
- Having a personal interest or potential for gain in any Company transaction (excluding commissions or bonuses payable in accordance with a Company-approved compensation plan or agreement)
- Maintaining other employment or a business that adversely affects your job performance at the Company
- Recommending or placing Company business with a firm owned or controlled by a Company employee or his or her family (other than with firms that are members of the Obsidian Solutions Group family of companies)

If you are in doubt whether a situation or certain activity constitutes a conflict of interest, it is your responsibility to seek guidance.

Recognize Organizational Conflicts of Interest

An "organizational conflict of interest" occurs when, because of the Company's other activities or relationships with other persons, the Company is unable or potentially unable to render impartial assistance or advice to the Government, the Company's objectivity in performing the contract work is or might be otherwise impaired, or the Company has an unfair competitive advantage. For example, an organizational conflict of interest may result when the nature of work performed by the Company on one contract (such as developing a specification) creates an actual or potential conflict of interest on a future acquisition. It is the responsibility of each employee to recognize and report to their supervisors any activities or relationships that might create an organizational conflict of interest so that the Company can take appropriate actions to avoid any such organizational conflict.

Commissions and Other Contingent Fees

The Company shall not employ or retain any person or agency to solicit or obtain any Government contract for the Company upon an agreement or understanding for a commission or other contingent fee, except for employees or established commercial agencies that neither exert nor propose to exert improper influence to solicit or obtain Government contracts nor hold themselves out as being able to obtain any Government contract through improper influence. No employee shall enter into agreement to pay a commission or other fee contingent upon award of a Government contract without first obtaining the President's permission to do so.

Providing Gifts and Gratuities

Business courtesies such as gifts, entertainment, services or favors should not be offered to any Government employee or representative. When dealing with non-Government personnel in connection with Government contracts or subcontracts, similar restrictions apply. It is a crime to offer, provide, solicit or accept anything of value either in return for favorable consideration on a Government contract or subcontract or because of an official act performed or to be performed. Business courtesies offered to commercial, non-Government customers must demonstrate good business judgment, must be consistent with marketplace practices, infrequent, nominal in amount (e.g., less than \$100) and legal, and must not be in cash or offered in a manner that could hurt the Company's reputation for impartiality and fair dealing. When in doubt regarding the appropriateness of a business courtesy, seek guidance, and always err on the side of caution.

False Claims/False Statements

Knowingly making a false claim or false statement to the Government is a violation of law and can subject both the Company and individual employees to civil and criminal sanctions including but not limited to fines, suspension, debarment, and/or prison sentences. It is the responsibility of each employee to ensure that all claims and statements submitted to the Government are truthful and not misleading.

Dealings with Suppliers, Vendors and Business Partners

Integrity and fair dealing are core components of our business practices. All vendors, suppliers and other business partners should be treated fairly and uniformly in accordance with the Company's established purchasing policies and procedures. Employees must not engage in any activity prohibited under anti-trust laws, including boycotting, price-fixing, and refusal to deal, price discrimination or disparate treatment of suppliers. Paying bribes, accepting kickbacks, and obtaining and using third party insider information in dealings with suppliers, vendors and business partners are expressly prohibited and will not be tolerated.

Avoidance of Restrictions on Trade

The Company will not enter into a subcontract or teaming agreement that unreasonably restricts sales by the other company directly to the U.S. Government of items made or supplied by the other company and will not otherwise act to restrict unreasonably the ability of any other company to sell directly to the U.S. Government. Conversely, the Company will not enter into agreements where, as a subcontractor or teaming partner, we are subject to any unreasonable restriction to sell our products or services directly to the U.S. Government. Finally, the Company must independently develop its pricing on all bids and proposals for Government contracts and subcontracts without any consultation, communication or agreement with any other competing offeror, and the Company shall not disclose its prices to any other competitor before bid opening or contract award.

Lobbying Activities

The Company is prohibited from using federal funds to pay persons, such as lobbyists or consultants, to influence or attempt to influence executive or legislative decision making in connection with the award or modification of any Government contract. No employee may hire such a lobbyist or consultant without the President's prior written authorization.

Political Contributions

Corporations are prohibited from making contributions of money or other resources to candidates, officeholders and political parties at the federal level. The Company respects the right of employees to be involved in political activity and to contribute their own time and resources. Such activity, however, must not take place on Company time or property nor involve the Company's name. Laws governing contributions to local candidates vary from state to state.

Classified Information

All national security classified information must be handled and safeguarded in strict compliance with U.S. Government mandated procedures.

Security Clearance

It is the responsibility of employees who have been granted a Government security clearance to maintain their clearance. Factors influencing a clearance relate to an individual's character and conduct, with an emphasis on such factors as honesty, trustworthiness, reliability, financial responsibility, criminal activity, emotional stability, and other similar and pertinent areas. The Company is required to report to the Government certain events that may have an impact on the status of an employee's clearance, including any information that adversely reflects on the integrity or character of a cleared employee. Loss of an employee's security clearance may result in disciplinary action up to and including termination of employment. All questions relating to security clearances should be directed to the Company's Facility Security Officer (FSO).

Procurement Integrity

During the conduct of any procurement, the Company must not solicit or accept from any source any proprietary or source selection information regarding that procurement. This prohibition begins with the development, preparation, and issuance of a solicitation and concludes with award of a contract, a contract modification or extension. As used herein, proprietary information includes information contained in a bid or proposal, cost or pricing data, and any information submitted to the Government by a contractor and properly designated as proprietary. Source selection information includes such information as listings of offerors and prices, listings of bidders prior to bid opening, source selection plans, technical evaluations of proposals, competitive range

determinations, rankings (except for sealed bidding), source selection board reports and evaluations, source selection advisory board recommendations, and other information determined by the head of the agency or contracting officer to be information which would jeopardize the integrity or successful completion of the procurement if disclosed.

Hiring of Government and Former Government Employees

Special concerns apply to hiring or retaining a Government or former Government employee as an employee or consultant of the Company. In addition, there are special constraints regarding any communication concerning possible employment of Government employees who are designated as "procurement officials." Company employees shall not conduct any discussions regarding, or make any offer of, future employment to any Government employee without first clearing such action with the Company's President and legal counsel.

Combating Trafficking in Persons

The Government has adopted a zero-tolerance policy regarding its contractors and their employees that engage in or support severe forms of trafficking in persons, procurement of any sex act on account of which anything of value is given or received by any person or use of forced labor. No Company employee shall violate this policy.

International Business

It is always important that employees conducting international business know and abide by the laws of the United States and the laws of countries in which contract activities or transactions are conducted. These laws govern the conduct of Company employees wherever they may be located throughout the world. If you participate in these business activities, you should know, understand and strictly comply with these laws and regulations, including those relating to export controls, anti-bribery and anti-boycotts discussed below. If you are not familiar with these laws and regulations, seek guidance prior to negotiating any foreign transaction.

Export Controls

Export Controls are specific laws and regulations to be followed when exporting materials, equipment, weapons, technology, data, software, information, and services ("items"). These laws and regulation apply not only to exports of such items outside the United States but also to "deemed exports" within the United States when export-controlled items are disclosed to foreign nationals in the United States, including to foreign employees of the Company or its teammates. Prior to transferring any item outside of the United States or to a foreign company or national within the United States, it is the responsibility of each employee to ensure that all relevant export laws and regulations are followed. This responsibility includes verifying (according to the Company's export procedures) that the correct license is used on any export declaration or other document required for export.

Foreign Corrupt Practices Act (FCPA)

The FCPA is intended to prevent bribery of foreign officials by representatives of U.S. companies for the purpose of securing an improper business advantage. It prohibits the payment or offering of anything of value directly or indirectly to a foreign government official, political party, party official or candidate for the purpose of influencing an official act of the person or the government in order to obtain such an advantage. It is the responsibility of each employee involved in international marketing or sales to become familiar with the requirements of the FCPA and to seek guidance prior to engaging the services of any foreign consultant or marketing representative or making any offer or payments that might be in violation of the FCPA.

Restrictive Trade/Boycotts

A request to participate in any activity that could have the effect of promoting a boycott or restrictive trade practice fostered by a foreign country against customers or suppliers located in a country friendly to the United States or against a U.S. person, firm or corporation may be a violation of law and must be reported promptly to your immediate supervisor.

Insider Trading

Persons who possess material, non-public information concerning Company business or that of Company suppliers or partners may not trade in the Company's securities or those of such suppliers or partners nor reveal the information to anyone until it has been effectively disclosed to the public.

Administration and Interpretation

The Company's Compliance Officer will administer this Code of Business Ethics and Conduct. All questions relating to this Code and the Company's business practices in general should be directed to the Compliance Officer.

Obligation of Employees to Report Violations

It is the responsibility of any employee having knowledge of any activity that is or may be in violation of this Code or any law or regulation applicable to the Company's business to report such activity.

For this purpose, the Company has established the following contacts for reporting violations:

- Immediate supervisor
- Director of Human Resources/Compliance Officer
- Chief Operating Officer (COO)
- President or Chief Executive Officer (CEO)
- Email: osg hotline@obsidiansg.com

It is the Company's policy that there will be no retaliation against any employees who report to the Company or to any Government official what they believe in good faith to be a violation of this Code or any law or regulation applicable to the Company or who assist others in making any such report. The Company will not discharge, demote, or otherwise discriminate against any employee who reports to the Company or to any Government official what he or she believes in good faith to be a violation of this Code or any law or regulation applicable to the Company or who assist others in making any such report.

Persons reporting potential violations should be aware that, while a Company representative receiving a report of a suspected violation will take steps to keep such report confidential, the need to investigate and correct any impropriety may require disclosure of the matter reported.

Investigation of Misconduct

The Company reserves the right to use any lawful method of investigation that it deems necessary to determine whether any person has engaged in conduct that in its view interferes with or adversely affects its business. Every employee is expected to cooperate fully with any investigation of any violation of law, the Company's policies and procedures or this Code.

Waiver of this Code

If any employee believes that a waiver of this Code is necessary or appropriate, including, but not limited to any potential or actual conflict of interest, a request for a waiver and the reasons for the request must be submitted to the Director of Human Resources for a decision by the President or Chief Executive Officer. No waivers of this Code will be granted for officers and directors without unanimous agreement of the other company officers.