



Titan Services

CODE OF BUSINESS ETHICS

Document 62-01-02

Revision A

To All Titan Services Employees:

The Company is committed to maintaining the highest standards of conduct. Ethical behavior is morally right and legally required, and requires your personal commitment, the same kind of commitment that we believe you and your fellow employees expect for themselves and the Company from others.

The Code of Business Ethics cannot address every situation an employee may encounter, nor is it a strict list of do's and don'ts. Rather, it is a basis for you to make sound moral and ethical judgments in business dealings. Other company policies, practices and procedures, as well as sound common sense, also apply.

The company will schedule periodic training sessions on matters related to this Code. At the conclusion of these sessions, you will be given a statement to sign confirming your review of the Code and your attendance at the training sessions. A copy of this acknowledgment will be placed in your personnel file.

As a company, we are committed to this Code, and we will not tolerate actions or conduct that violates it. Accordingly, we urge you to report suspected violations of the Code of Business Ethics to the "Ethics Officer", the "Hotline" or through any of the other channels available for you to make such report.

Tim Krawczynski
CEO / Managing Partner

1 RESPONSIBILITIES

This is the Titan Services Corporation Code of Business Ethics. The Code is supplemented in several areas by specific Policies. While few of us may remember all the details of all these Policies, every employee should understand and remember the concepts described in this Code and be able to find and use the more detailed Policies when necessary.

1.1 Integrity

All employees are expected to conduct themselves with the highest principles of honesty and integrity. Each of us must avoid not only impropriety, but the appearance of impropriety as well.

1.2 Law Abiding and Ethical

The Company is law-abiding and ethical. No employee shall take, recommend, or direct any action which the employee believes may violate any law, regulation, Company policy or this Code. All employees have a duty to report to the Company or the appropriate authorities any known or suspected violations of law, regulations or Company policy, including violations of this Code of Business Ethics.

1.3 Stewardship of Company Funds and Assets.

Employees are expected to be careful stewards of the Company's assets and funds. No employee may recommend, make or approve any expenditure of funds or use of Company assets in violation of any law, regulation, Company policy, or for any personal or other non-business purpose, or outside of the employee's scope of authority.

1.4 Books and Records

Accurate and complete books and records are necessary for the Company to do business. Employees shall comply with the Company's established accounting rules and controls. All of the Company's books, records, accounts and financial statements must accurately reflect the nature of the transactions recorded and must conform both to applicable legal and accounting requirements and to the Company's system of internal controls. All assets and liabilities of the Company must be recorded in the regular books of account.

No undisclosed or unrecorded fund or asset shall be established in any amount for any purpose. No false or artificial entries shall be made for any purpose. No payment shall be made, or purchase price agreed to, with the intention or understanding that any part of such payment is to be used for any purpose other than that described in the document supporting the payment. Employees shall not knowingly charge unallowable costs and expenses to the Company, nor conceal or misrepresent expense reports. All labor and material costs shall be accurately reported, recorded and charged. Erroneous charges shall be corrected immediately.

1.5 Quality and Safety

The Company is committed to providing products and services which are safe and which meet or exceed customer expectations of quality and value. Deficiencies in product or services quality, safety or design may place the well being of customers, employees or others at risk as well as threaten the financial stability of the Company, and must be reported promptly.

1.6 Dealing with People

It is a fundamental principle of this Company that all people should be treated with respect and courtesy. This expectation applies not just to co-workers, but also to customers, vendors and all people employees

deal with in the course of their work. Examples of behaviors which violate this fundamental value include physical or verbal abuse, profanity, vulgarity, name-calling or threats, shouting, intolerance or stereotyping as to race, religion, political beliefs, national origin or gender, unwelcome sexual advances or promoting an environment of sexual intimidation or harassment, insensitivity to the individual beliefs and customs of others, rudeness or malicious gossiping.

1.7 Employment Diversity

The Company is committed to providing equal employment opportunity and promoting workplace diversity. As an equal opportunity employer, the Company will not tolerate discrimination against any employee based on race, color, gender, age, religion, national origin, disability or any other legally protected characteristic. Employment and personnel decisions will be made in a manner which promotes the principle of equal employment and achieves affirmative action goals. The Company's policies on Equal Employment Opportunity, Non-Discrimination, Affirmative Action, and Sexual Harassment are incorporated herein by reference.

1.8 Employee Safety (Drugs and Alcohol)

The Company is committed to maintaining a safe and drug-free workplace. All employees are expected to know and comply with appropriate facility safety rules. Deficiencies in workplace safety should be reported promptly to management. The use, possession or distribution by any employee of any illegal drug, illegally used prescription, controlled substance or alcoholic beverage on Company premises, or anywhere else in a manner which may harm the safety of any employee, the quality or efficiency of Company work or the general reputation of the Company, violates this Code, and may violate applicable law.

1.9 Environmental Protection

The Company is committed to being a good corporate neighbor. The Company maintains waste management and proper hazardous material handling practices that meet applicable environmental legal requirements as well as meeting our business requirements. Employees are expected to understand and follow the environmental compliance requirements applicable to their particular areas. Violation of those rules is a breach of this Code and may violate applicable law.

1.10 Conflicts of Interest

Employees are expected to keep the best interests of the Company foremost in the performance of their duties, and not allow themselves to be placed in any position of actual or apparent conflicts of interest with the Company. Conflicts of interest may improperly influence or give the appearance of improperly influencing sound business decisions, and may violate the law. It is never acceptable to offer, solicit, give or receive any kind of bribe, kickback or other illegal or unethical payment.

Beyond such obviously improper behavior, it also is a violation of this Code for any employee to engage directly or indirectly in outside business activities with a customer, supplier or agent of the Company, or that are competitive or inconsistent with any business of the Company. A conflict of interest also arises if an employee seeks or accepts gratuities, favors or other benefits having more than nominal value from a supplier or customer or someone who works for a supplier or customer, or for an employee to offer to give any gratuity, favor or benefit having more than nominal value to a supplier or customer.

In addition to possibly being a violation of the law, conflicts of interest are banned because they may be interpreted as improperly influencing sound business decisions. A conflict of interest does not arise where a gratuity, favor or other benefit is received or granted as part of a sales promotion or other program generally available to customers of the supplier or customer of the Company, and approved by senior management. For the same reasons of potential conflict of interest, where a personal relationship exists between an employee and an industry representative or government employee or official of some

agency or any customer or supplier with whom the Company has or is considering a business transaction, the employee must report the relationship to senior management promptly, before the transaction is negotiated.

1.11 Protecting Company Information

Company information is an important Company asset and must be kept in confidence. It is critical to the Company's competitive position and commercial success that the Company's proprietary and confidential information not be improperly used or disclosed by any employee. Customer lists, price lists, strategic plans, computer processes and sales practices, training processes, employee rosters or other employee information and all other sensitive information must be kept confidential.

Employees should not discuss Company proprietary information with other Company employees unless the other employees need to know that information in order to perform their jobs. Employees must not use or disclose any confidential information learned in the performance of their Company duties for their own private profit or gain or that of any other person, or for any other purpose outside the scope of the proper performance of their duties. Trade secrets which are developed using Company time, resources or materials belong to the Company.

1.12 Political and Governmental Activity

All activities with government agencies must be conducted strictly on an arm's length business basis. Both the US and many other countries have complex and detailed regulations that address doing business with government branches or agencies. In general, in business dealings with government entities, no employee shall provide or offer to provide any gratuity, favor or other benefit to governmental agents, or engage in any other activity which could improperly influence, or reasonably be interpreted as attempting to improperly influence, any government decisions or activities. This is further elaborated in Section (2) DEALING WITH THE U.S. GOVERNMENT.

1.13 Electronic Resources

The Company's systems which provide access to the Internet and for email and electronic commerce, as well as electronic facsimile transmittal ("fax") and traditional phone systems, are intended only for the conduct of Company business, and all information on these systems is the property of the Company and not that of any individual. Employees are expected to know and comply with the Company's rules governing the use of such systems and to understand that such systems are intended only for the conduct of legitimate Company business. All data on such systems is subject to Company disclosure and inspection. Use of any of these systems by an employee to harass or offend others, or to access Internet or other resources for pornography or other offensive materials, may violate the law and specific Company policies on this subject and violates this Code.

1.14 Competition

It is a violation of this Code and may be illegal for any employee to plan or act with any competitor to fix prices, restrict market competition or otherwise violate the antitrust and trade regulation laws. The Company has prospered under our country's open competitive environment, and expects employees to comply with antitrust and trade regulation rules which apply to their activities.

1.15 International Business

The conduct of international business is subject to specific restrictive U.S. and foreign laws and rules. Any employee proposing to make, market or sell the Company's goods or services in any foreign country is responsible for consulting in advance with senior management and the Company's attorneys in order to assure compliance with domestic and foreign laws, rules and regulations.

1.16 Compliance

Compliance with this Code of Ethics and the Company's policies is a condition of employment with the Company. Every employee of the Company is expected to carry out his or her work in compliance with these standards. Every employee is required to read and sign an acknowledgement he or she has read and understood this Code and of the Company Policies relevant to the positions involved, and has been made aware of the requirements of this Code and those Policies. Anyone with questions or concerns about these standards should promptly raise those questions and concerns with his or her supervisor and/or the Ethics Officer.

1.17 Enforcement

Anyone who suspects in good faith that this Code or a Company Policy has been violated has an obligation to report suspected violations to the Ethics Officer or to Titan Services Chief Executive Officer. It is a breach of this Code for any manager or employee of the Company to retaliate or attempt to retaliate against any employee submitting such a report. The Company takes allegations of violation seriously and will investigate them. Violators will be disciplined. Investigations will be directed by the Ethics Officer of Titan Services or the Ethics Oversight Committee.

2 DEALING WITH THE U.S. GOVERNMENT

2.1 Introduction

This corporate policy establishes standards of conduct and behavior for all employees of the Company. Further, it provides guidance to employees in interpreting and complying with standards of conduct and related corporate policies. With worldwide business activities and a diverse customer base ranging from the United States Government and foreign governments to large commercial accounts it is extremely important that sales and marketing personnel in the Titan Services be aware that practices acceptable in the private business world are not necessarily permitted when dealing with government entities, and that special and complex regulations apply to many facets of government related transactions. Accordingly, the standards for conducting business associated with U.S. and foreign governmental ("government") agencies will be considered separately.

2.2 Government Customers

Given the multitude and variety of government procurement laws and regulations throughout the world, the Company has adopted principles responsive of the policies, standards, regulations and laws applicable to contracting with the U.S. Government. These principles and guidelines apply where a government is a direct customer of the Company or an indirect customer where the Company sells through a prime contractor and, in turn, the Company is subject to "flow-down" provisions or U.S. Government rules and regulations otherwise apply. While other foreign governments may have specific code of conduct requirements, the high standards applicable to contracting with the U.S. Government will ensure our compliance with codes of conduct established by other governmental activities.

2.3 Gratuities

The U.S. Government's Federal Acquisition Regulation ("FAR") prohibits the giving or offering of a gratuity to obtain a contract or favorable treatment under a contract. It defines "gratuity" as any entertainment or gift without regard to its value. (FAR Subpart 3.2, "Contractor Gratuities To Government Personnel.") Further, the offer or acceptance of a gratuity is a felony, and if any contract is associated with the gratuity, it may be terminated and the contractor assessed exemplary damages of not less than three nor more than ten times the cost of the gratuity.

To ensure strict compliance with governmental regulations, the Company has adopted the Department of Defense's definition of a "gratuity."

Any gift, favor, entertainment, hospitality, transportation, loan, forbearance, any other tangible item, and any intangible benefits, including discounts, passes, and promotional vendor training, given or extended to or on behalf of a Company employee, the employee's immediate family or a household member, for which market value is not paid by the recipient. It does not include such items as (i) modest items of food and refreshments, such as soft drinks, coffee and donuts, offered other than as part of a meal; and (ii) items with little intrinsic value, such as plaques, certificates, and trophies, which are intended solely for presentation. ("Market value" means the retail cost the recipient would incur to purchase the item.) See Department of Defense ("DoD") Directive 5500.7, "Standards of Conduct"; Title 5, Code of Federal Regulation ("CFR") §2635.

In keeping with the strict prohibition against providing a gratuity to any government personnel, there are certain limited exceptions for government employees engaged in contracting activities, such as:

- Acceptance of unsolicited advertising or promotional items that are less than \$20.00 in retail value, not to exceed \$50.00 in any one year period; and
- Modest items of food and refreshments of nominal value offered as a normal courtesy.

Accordingly, the Company prohibits any employee from providing or offering to provide, to any government personnel a gratuity of any value, except to the extent the gratuity falls within the narrow confines of the two exceptions above. In connection with this prohibition, the Company will not reimburse an employee for any business expenses found to be a gratuity to government personnel.

In discussing the prohibition against gratuities, a typical comment is: "What difference does it make if I purchase the government employee's lunch, or I buy a drink that is not much of a bribe!" It must be remembered that Company employees are prohibited from providing such gratuities not only because it violates Federal procurement regulations (and may violate the laws of a host country), but also because such gratuities give the appearance of impropriety or favoritism. Remember, no matter how innocent the gratuity may be, it immediately brings into question the integrity and business ethics of the employee and the Company.

2.4 Bribery and Kickbacks

Closely akin to gratuities, bribery is the exchange of something of value (e.g., money, goods, services, etc.) for improper action on the part of the U.S. Government employee, and it is a Federal offense. 18 U.S.C. §§ 201 209.

Related to bribery activity are the schemes between the prime contractor and its subcontractor, where payments are "kicked back" to the prime to obtain contracts, a competitor's bid or technical data or other information which would enable the subcontractor to obtain an unfair competitive advantage. Such activities involving a negotiated U. S. Government contract are prohibited by the Anti Kickback Act, 41 U.S.C. 51 54. Most countries where the Company does business have comparable local laws prohibiting bribery and kickbacks to government officials and employees.

The Company prohibits any employee from participating in any bribery or kickback scheme, whether in the offering or receiving of payments for beneficial or favorable actions in any business matter.

Knowledge of a promise, offer or payment of any political contribution, fee or commission, whether in cash or otherwise, other than those officially approved, should be reported to the Office of the Ethics Officer.

2.5 Foreign Corrupt Practices Act

The Foreign Corrupt Practices Act, 15 U.S.C. §§ 78dd 2, prohibits the payment of any money or anything of value to a foreign official, foreign political party (or official thereof), or any candidate for foreign political

office for purposes of obtaining, retaining, or directing of business to the Company, directly or indirectly, such as through a sales representative or consultant. As a Company and as employees, we must strictly abide by this law. Any violation or any solicitation to violate must be reported immediately. The law does not excuse deliberate ignorance or conscious disregard of the facts, and any suspect or suspicious circumstance should be reported to the Ethics Officer.

There are many other laws regulating business dealings with foreign customers and foreign governments. In order to meet our obligations under these laws, employees who work with international vendors, customers, sales representatives or consultants must be aware of these laws and strictly comply with all laws which apply to countries where we do business. Any violations or any solicitations to violate must be reported immediately to the Ethics Officer.

2.6 Export Controls

Many of the Company's products, technologies or services require a U.S. Government license or approval before they can be exported; that is, shipped, transmitted, or provided out of the United States or transferred to a foreign national in the United States. Even in those instances when a product may be "commercial," the Export Administration Regulations are still applicable and must be adhered to.

The following actions constitute an "export" under U.S. State Department and Department of Commerce regulations:

- Sending or taking of a "defense article" out of the United States in any manner.
- Disclosing or transmitting (e.g., in person, by telephone, correspondence, electronic means, etc.) technical data by U.S. persons to foreign persons.
- Performing a "defense service" on behalf of, or for the benefit of, a foreign person, whether in the United States or abroad.
- A transfer to any person of items or "technical data" within the United States, with the knowledge or intent that the items or technical data will be shipped, transferred, or transmitted outside the United States or to a foreign person.
- Transmitting, delivering or sending "technical data" by any means including electronic transmission (E-mail) to a foreign person, whether in the United States or abroad.

Before any equipment, service, technology or technical data can be exported to a foreign country, or disclosed to a foreign country or person, a determination must be made as to whether an export license is required. The requirement for and issuance of the export license is governed by one, or both, of the following agencies: (1) for military goods, technology and technical data, the Directorate Of Defense Trade Controls ("DDTC"), Department of State; and (2) for commercial or dual-use (i.e., military and commercial) goods, technology or technical data, the Bureau of Industry and Security ("BIS"), Department of Commerce.

DDTC's regulations are contained in the International Traffic In Arms Regulations ("ITAR"), and includes the U.S. Munitions Control List. See 22 CFR Parts 120-130.

The BIS administered regulations are the Export Administration Regulation ("EAR"). See 15 CFR Part 700, "Bureau of Export Administration."

Defense Articles or Services

When applying for an export license for the export of defense articles or services (as defined in ITAR) valued in an amount of \$500,000 or more which are to be sold commercially to or for the use of the armed forces of a foreign country or international organization, the ITAR requires the supplier or vendor to certify as to the payment of political contributions, fees or commissions to the Office of Defense Trade Controls. See ITAR § 130.5; 22 CFR Part 130, "Political Contributions, Fees and Commissions."

Commercial or Dual-Use Items

In the case of commercial or dual-use items (i.e., items having both commercial and military), the licensing determination is made by the Department of State. However, a relatively small percentage of

commercial exports and re-exports subject to the EAR require an application to BIS for a license. Many items are not on the Commodity Control List (CCL) (Supplement No. 1 to § 774.1 of the EAR), or, if on the CCL, require a license only for a limited number of countries or uses. However, other rules and documentation requirements apply to the shipment of a commercial item, such as to prohibited countries or parties, and there may be other reporting requirements. Therefore, all exports must be conducted in coordination with the Legal and Shipping Departments and in accordance with internal SOPs and Directives dealing with same.

15 CFR Parts 730-774 contain the Commerce Department's export regulations, in which embargoed countries are identified, as well as the restrictions applicable to certain end uses, such as nuclear, missile, chemical and biological weapons. The Export Administration Regulations contain ten (10) General Prohibitions at 15 CFR 732.1(d)(1) which should be used as a checklist and observed when making an export of a commercial product. Employees responsible for an export should confirm that a party to the export transaction is not on any restricted or debarred list by referring to the "entity list" found in the Export Administration Regulations at 15 CFR 744.1(c), other published Government debarment lists, and obtain current confirmation of their eligibility status through the Company's Legal or Shipping Department.

The U.S. Treasury Department Foreign Assets Control Regulations, administered by the Office of Foreign Asset Control (OFAC), apply to banking and financial transactions in or with certain prohibited countries (e.g., currently Cuba, Iraq, Iran, Libya, etc.) or identified companies or persons. Financial transactions in or with such countries or persons should be first reviewed with Counsel.

Questions concerning the necessity for a license, applicability of the ITAR or EAR to the Company's planned exports, re-exports or transfers of goods, services, technology or technical data are to be referred to the Company's Compliance Expert. Failure to follow the applicable Regulations, obtain a license or follow its provisions can result in serious consequences to the Company, including fines, penalties and loss of all export privileges. As in all government statements, it is important to be truthful, accurate and complete.

2.7 Improper Contract Bidding and Negotiation Practices

Collusive bidding, sharing business among competitors, price fixing and bid rigging are terms commonly used to describe anti competitive activities which would violate Federal laws and regulations. FAR Subpart 3.3., "Reports of Suspected Antitrust Violations," 15 U.S.C. 1, and 18 U.S.C. 271. Common schemes involve agreements or understandings among competitors to restrict or limit competition by predetermining which companies would bid, what prices would be bid and who would be the successful bidder.

Under FAR Clause 52.203 2, "Certification of Independent Price Determination," an offeror is required to certify that it has not engaged in antitrust activities in arriving at an offer or bid. To comply with the requirement for independent price determination in the submission of bids and proposals (either as a prime contractor or a supplier/subcontractor) related to all government acquisitions, the following rules are established:

- The Company's prices shall be arrived at independently, without, for purposes of restricting competition, any consultation, communication or agreement with any other offeror or competitor relating to (i) those prices, (ii) the intention to submit an offeror or bid, or (iii) the methods or factors used to calculate the prices offered;
- Prices offered by the Company will not be knowingly disclosed, either directly or indirectly, to any other offeror or competitor before bid opening (in the case of a sealed bid solicitation) or contract award (in the case of negotiated solicitation);
- No employee will attempt to induce any competitor or other entity to discuss, exchange or share bidding information;
- No employee will attempt to induce any competitor or other entity to bid or not to bid on a solicitation for the purpose of restricting competition;
- No employee will attempt to induce any official to divulge information not given to others which gives an improper competitive advantage to the Company; and

- No employee will attempt to induce any official to release or divulge procurement information (e.g., competition prices in price proposals, aspects of technical proposals, identity or rank of competing proposals, proprietary/confidential data or trade secrets, government price estimates or the "price to beat").

In the submission of pricing proposals or contract modifications for a price adjustment, Company employees shall adhere to the following rules:

- No employee will submit cost or pricing data to the government or a third party which is not current, accurate and complete as of the time of the submission;
- No employee shall provide commercial marketing information and data to the government or a third party (if requested) that is not current, accurate and complete as of the document submission date;
- No employee shall falsify, alter or distort information submitted to the government or a third party; and
- No employee will purposely delay the submission or disclosure of data so as to provide an improper advantage to the Company.

2.8 Internal Investigations and Reviews

The Ethics Officer has responsibility for conducting investigations in areas of potential fraud and abuse in such areas as violation of the Procurement Integrity Act, defective pricing, improper cost charging, improper gratuities, conflicts of interest, and commissions and contingent fee arrangements.

Because of the special rules which apply to contracting with U.S. and foreign governments, the Ethics Officer is responsible for the review, approval and monitoring of all agreements with outside consultants, agents and sales representatives (collectively referred to as "Agents") for government related activities (both U.S. and foreign).

The Ethics Officer also is responsible for reviewing the Company's policies and procedures for retaining any Agent who is to be used by the Company or otherwise interface with the Company's government related customers. In this regard, it is the policy of the Company that it will retain only Agents who are (i) regularly engaged in the business in the country in question, (ii) experienced in being a representatives of companies for the same nature as that contemplated by the Company, and (iii) familiar with, and knowledgeable of, the type of products the Company is asking be handled in the country. Moreover, the Company will not retain any Agent that is suspended, debarred or otherwise has been determined by the U.S. Government or a foreign government to be ineligible to handle any dealings with the U.S. Government or U.S. companies.

2.9 Hiring Former Employees of the U.S. Government

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 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 U.S. government employees.

2.10 Reporting

Any employee having information which causes the employee to know or to believe that another Company employee has violated this Policy or applicable laws and regulations, should promptly bring the matter to the attention of the Ethics Officer or the EOC. If the matter involves violation of U.S. federal law or U.S. government procurement regulations, the employee also may use the DOD HOTLINE. Every effort will be made to hold all such reports in strict confidence, and employees making such reports shall

not be subject to retribution, disciplinary action or any other adverse administrative action for such reporting.

Failure to report known or observed violations of this Policy may also constitute a violation. An employee who intentionally fails to disclose, hides or covers-up a known or observed violation may be subject to the disciplinary actions specified below, even when such employee was not a violator or a participant. Upon receiving a report of suspected violations of this Policy or applicable laws and regulations, the Ethics Officer shall promptly advise the EOC, who shall immediately conduct or direct an investigation of the incident. If the reporting employee so requests, the name of the reporting employee shall be held in confidence by the Ethics Officer and shall not be disclosed to other corporate employees; provided, however, that the Ethics Officer may provide the name of the employee to the Titan Services Ethics Oversight Committee, the authorities or outside counsel retained by the Company to conduct an investigation. The confidentiality of the source of the report shall be maintained to the maximum extent possible.

3 REPORTING and OVERSIGHT

3.1 Oversight Committee

To promote and maintain a corporate environment which encourages the disclosure of concerns or reports of violations of procurement laws and regulations and the corporate Code of Business Ethics and Standards of Conduct, the Company maintains the following system:

The Titan Services has established a permanent three member Ethics Oversight Committee ("EOC") consisting of three outside directors;

The EOC appoints one of the outside directors as its chairperson ("Chair"), and the Chair has full corporate authority to investigate and act upon information submitted by any employee.

The EOC also has the responsibility for reviewing and monitoring the activities of the Ethics Officer; and The Chair also is responsible for establishing and maintaining the EOC's operating procedures, including its own separate and independent "HOTLINE" procedure for the receipt, investigating and reporting of information and reports of violations, or suspected violations, of the Code of Business Ethics and Standards of Conduct. Employees choosing to use the HOTLINE may leave their name or report suspected violations anonymously.

3.2 Ethics Officer

The Titan Services General Manager is the designated the Corporate Ethics Officer ("Ethics Officer") for Titan Services and all of its subsidiaries.

The Ethics Officer is responsible for the implementation of all matters relating to the Code of Ethics, including establishing operating procedures, developing educational programs and materials for inclusion in the Company's ethics training program, dissemination of the Code (including via electronic means), maintaining liaison with the EOC, and investigating and reporting of information and reports of suspected or known violations of the Code of Business Ethics and Standards of Conduct. The Ethics Officer may seek legal advice and investigative assistance from outside counsel, as appropriate.

3.3 Reports

The Ethics Officer shall provide annual written reports to the EOC describing the activities associated with these responsibilities, including implementation of the Company's Ethics Program.

The Ethics Officer's written reports will include information concerning (i) complaints, (ii) areas of investigation, (iii) status and disposition of investigations, including disciplinary actions taken, (iv)

educational and training programs conducted on matters related to the Company's Code of Business Ethics and Standards of Conduct during the reporting period, and (v) educational and training programs planned for the next reporting period.

3.4 Reporting

Suspected instances of improper conduct may be reported to the Titan Services General Manager.

ETHICS OVERSIGHT COMMITTEE

Hot Line: Telephone: 817-714-3674

For matters related to U.S. Government contracts:

DOD HOTLINE

DOD Inspector General Attn: Defense HOTLINE

Address: 400 Army Navy Drive

Washington, DC 22202 6884

Telephone: (800) 424 9098

3.5 Training

The Ethics Officer has responsibility for providing employee training on all matters related to the Company's Code of Business Ethics and Standards of Conduct. The Company will schedule periodic training sessions to explain and discuss this Code and the related Policies. Questions not clearly answered by this Code or the Company's Policies or at an available training session should be discussed with the appropriate supervisor, or they may be reviewed with a Human Resources representative or the Ethics Officer.

4 SUMMARY

The Company's reputation and its actions as a legal entity depend on the conduct of its employees. Each employee must commit to act according to the highest ethical standards and to know and abide by applicable laws. We each must assure that our personal conduct is above reproach and complies with the highest standards of conduct and business ethics. Difficult as it may be at times, we also each have an obligation to assure that the conduct of those who work around us complies with these Standards. The Company's Code of Business Ethics will be enforced at all levels fairly and without prejudice.

Any employee with a question about this Code of Business Ethics and interpretation in any circumstances, whether involving them or someone else, has an obligation to ask for clarification or help. Prompt and open discussion of questions and issues will help assure that the Company can achieve its planned business growth, to the advantage of all present and future employees who will share both in the responsibility for that growth and its rewards.

EMPLOYEE ACKNOWLEDGMENT:

- I HEREBY ACKNOWLEDGE THAT I HAVE READ AND I UNDERSTAND THE TITAN SERVICES CORPORATION CODE OF BUSINESS ETHICS.
- I AGREE TO CONDUCT MYSELF IN A MANNER CONSISTENT WITH THE POLICIES AND PRACTICES SET FORTH IN THIS CODE.

(Name, Please Print)

(Employee Title)

(Department)

(Signature)

(Date Signed)

A copy of this Acknowledgment will be maintained in your personnel file.