



Code of Ethics and Standards of Conduct



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INTRODUCTION

There are common themes running through the policies included in this Code of Ethics and Standards of Conduct.

These policies are not difficult to understand if you realize they all involve a common sense point of view: to achieve our business goals by means we can be proud of and which are well within not only the letter but the spirit of the law. Written policies can never be complete. Each of you is likely to have questions on how to apply those that have been included.

If you have a question, you should ask your supervisor and work with him or her until you are satisfied. If you are not then satisfied, or if you think the issue or question involves something you believe should not be brought to your immediate supervisor's attention, you should consult directly with the Human Resources Director/Manager of the Company.

Finally, most day-to-day policy questions can probably be resolved by asking yourself this question: "Would I be comfortable if all the facts about what I intend to do would become known to my family, my friends, significant others, the people with whom I work and the public?" If the answer is "yes," you are probably doing the right thing.



Metters Incorporated
Quality Driven Solutions

GENERAL POLICY

Metters Incorporated (MI) (the Company) and its subsidiaries will conduct its business in compliance with applicable laws, rules and regulations of the federal, state, and local governments in which we are located.

We will always exhibit the highest levels of honesty, integrity and ethical conduct in both the pursuit of business and the performance of our business affairs.

Our management is responsible for:

- establishing and maintaining appropriate policies, procedures and guidelines concerning standards of conduct
- leading and teaching, by example, high standards of ethical conduct
- stressing the need for a continuing commitment from every employee for adherence to the principles embodied in these standards of conduct
- helping employees resolve questions of ethics and conduct that involve co-workers and supervisory relations.

Every employee is responsible for observing a basic code of ethical conduct in the work place as set forth in this Code of Ethics and Standards of Conduct Handbook, and for maintaining sensitivity to inadvertent actions that may be, or that may give the appearance of being, improper conduct.



COMMITMENTS

Metters Incorporated, is a systems engineering, research and development firm which provides engineering, technical and management services over a wide spectrum of disciplines.

The company comprises of a well trained and highly motivated group of men and women who are dedicated to providing quality services in their respective areas of expertise. Our personnel are committed to:

- Promoting the strength, security and well being of the United States of America by exploring technologies and applying the results of technology exploration in the defense and commercial sectors
- Providing our customers with high quality products and services which meet or exceed the requirements, specifications and schedules at a reasonable cost to customers, and to handling and protecting customer property and information in accordance with established rules, regulations and our Nation's interest
- Fostering a safe and healthy work environment, with equal opportunities and the preservation of privacy and human dignity for every employee
- Conducting our business affairs emphasizing a sense of fairness and cooperation, and ensuring that the rights of our suppliers and other companies with whom we do business are preserved
- Being responsible citizens in the communities in which we live, and conducting ourselves in accordance with established moral and ethical standards as well as with federal, state and local laws
- Contributing to the health, growth, development and profitability of the Company by performing our jobs in a cost effective, conscientious manner and exercising prudent and sound judgment in the use of the Company's resources.



CONFLICTS OF INTEREST

The Company recognizes that you and your fellow employees have many interests apart from your work. That is as it should be. We can all make valuable contributions to the Company because of our varying interests and experiences.

We also recognize that diverse activities can overlap and cause people to be torn between interests in both. Conflicts of interest or divided loyalty can be unproductive and result in neither interest being adequately or properly served. If such a conflict arises, you are expected to give your undivided attention and loyalty to your work and make decisions solely on the basis of what is best for the Company.

All employees, including consultants, have a duty to avoid financial, business or other relationships which might be opposed to the interests of the Company or might cause a conflict with the performance of their duties. Employees and consultants should conduct themselves in a manner that avoids even the appearance of conflict between their personal interests and those of the Company. It is against Company policy for you to conduct any business in which you have a substantial financial interest with Company customers, suppliers, contractors or their affiliates or associates.

In addition, you may not engage in a business that competes with the Company for products, services, customers, or business opportunities. These rules apply whether or not the activities are carried out on Company time.

You may also not use Company property to conduct non-Metters' business on Metters property or time or use Metters' property to conduct any non-Metters' business, whether or not that business competes with Metters.

Direct competition with the Company is the clearest form of divided loyalty. However, divided loyalty can also arise from less obvious involvement, such as substantial personal or family stock ownership, loans or holding an important position with a competing business or a client or vendor which the Company frequently uses.

Aside from the dangers of divided loyalty, favoritism or problems arising in the event of a dispute or lawsuit, your dual positions or financial interest may violate antitrust laws, corporate laws or other laws and regulations. Volunteer or pro bono work with the federal government may also exclude Metters from offering on government opportunities. (SIAC 19 and 19a)

The consequences could be extremely serious for you and the Company. Before you or your family make a substantial investment in any company, consult with the Human Resources Director/Manager of the Company to determine whether a potential conflict of interest is present.

A conflict of interest situation may arise in many ways. Examples include the following:

- Employment with a competitor, regardless of the nature of the employment, while employed with the Company
- Legally acquiring information which would give Metters an advantage in a competition for a government contract

CONFLICTS OF INTEREST

- Acceptance of gifts, payments or services from those seeking to do business with the Company, including any actual or potential supplier, vendor, or subcontractor
- Placement of business with a firm owned or controlled by an employee or his or her family
- Ownership of, or a substantial interest in, a company which is a competitor or supplier
- Acting as a consultant to a customer or supplier of the Company

Laws and regulations pertaining to former federal government employees and former military personnel impose restrictions on the duties they may perform for the Company, whether as employees or as, consultants.

Legal advice should be obtained from the Human Resources Director/Manager prior to discussing employment (even informally), hiring, or retaining former government employees or military personnel who may be in conflict with these laws and regulations.

Requests for information or questions relative to laws or regulations should be forwarded to the Human Resources Director/Manager via the employee's supervisory chain of command. Apparent conflicts of interest can easily arise. Any employee who feels that he or she may have a conflict situation, actual or potential, should report all pertinent details in a memorandum to his or her supervisor. The supervisor is responsible for referring the matter to the Human Resources Director/Manager via the chain of command.

If the employee does not believe that the conflict situation is being properly handled, he or she may request that the next level supervisor be advised of the situation.

If the next level supervisor cannot resolve the issue, then it may be raised to the level of a Vice President for resolution with the President.

POLITICAL CONTRIBUTIONS

Employees and consultants may not make political contributions on behalf of Metters, nor receive reimbursement from Metters for personal political contributions.

PUBLIC COMMUNICATIONS

Employees and consultants may not make any statements on behalf of Metters unless specifically authorized. Please direct press inquiries to your supervisor. Supervisors must seek guidance of a Vice President or the President's designee.

OFFICIAL REQUESTS FOR DOCUMENTS OR INFORMATION

Employees and consultants must not respond to any official request for information, in a regulatory or investigative action, without coordinating with your supervisor. Supervisors must seek guidance of a Vice President or the President's designee.





CLASSIFIED, PROPRIETARY AND SENSITIVE INFORMATION

Security of classified information is a vital part of the Company's role as a defense contractor. Security regulations, as specified in the Company's Security Standard Practice Procedures, shall be vigorously adhered to, and any suspected violation shall be immediately reported to a supervisor or Facility Security Officer.

As part of their duty of loyalty to the Company, all employees and consultants must maintain the confidentiality of the company's trade secrets and proprietary information. Disclosure could result in the loss of business or competitive advantage. Even information that is not expressly identified as "sensitive" or "proprietary" is often unique to the Company and could damage the Company's competitive interests, if disclosed to others.

Employees and consultants should never disclose corporate information of any kind to others unless they are certain that disclosure is appropriate and has been previously authorized. Equal care must be taken to safeguard any proprietary data of customers, teaming partners, former employers, or any other party that has entrusted proprietary or sensitive data to the Company, whether or not Metters has entered into a written agreement to safeguard such information.

Mettters' employees and consultants also may not seek to acquire other companies' trade secrets or proprietary information unlawfully. Some of the types of information that must be safeguarded include bid data, employee labor rates, proprietary software, customer lists, planning materials, marketing plans and technical information which is generated by the Company.

In particular, employees and consultants must safeguard personally identifiable information and protected health information under the federal HIPAA law. Any employee or consultant that has access to such information must be briefed on the provisions of such law and company policy concerning handling of such information.

Employees and consultants have an affirmative obligation to request such a briefing if they believe they have access to such information.



RELATIONSHIPS WITH GOVERNMENT EMPLOYEES

In general, laws of the United States prohibit any direct or indirect payments to federal, state or local government officials that are intended, or may be construed as intending, to influence the judgment of that official in carrying out his or her official duties. This prohibition extends to entertainment, business meals and gifts whenever indications of an attempt to obtain preferential treatment may be inferred. Even without the inference of preferential treatment, such direct or indirect payments may be prohibited by regulations of the government entity concerned. Violations of either the laws or regulations can result in severe consequences for both the Company and the Company employee or consultant involved.

Under these guidelines, the Company requires all its employees and consultants to comply with the following rules in dealing with Government employees and officials:

GIFTS TO GOVERNMENT EMPLOYEES

The federal government strictly regulates the circumstances under which contractors may offer anything of value to government employees. It is essential that Metters Incorporated avoid even the appearance that it attempted to induce or reward a specific act by a government employee.

Therefore, Metters Incorporated has adopted the following rules and under no circumstance may an employee or a consultant:

- Pay for trips taken by government employees.
- Provide meals or gifts of even nominal value to these employees.
- Host government employees at sporting events, theaters, or other entertainment.

Metters Incorporated employees or consultants may invite government employees to meetings or presentations and may offer light refreshments, not full meals, at such events.

In issuing invitations to government employees for any permitted activity, be aware that each agency has its own rules that may prohibit the employee from even accepting invitations or refreshments. If a government employee indicates that an invitation is inappropriate, do not press the matter and please notify your Program Manager so that we may advise other employees about the agency's rules.

If you have any questions about whether an invitation to a government employee is appropriate please, contact your Program Manager or the Human Resources department before issuing the invitation.

RELATIONSHIPS WITH NON-GOVERNMENT EMPLOYEES

Employees and consultants dealing with suppliers must conduct their business with integrity, ensuring that fair and impartial treatment is accorded to all suppliers in a manner that maintains the quality and performance basis of the Company's procurement process.

The following rules shall apply:

- Employees and consultants may furnish reasonable meals, refreshments and entertainment in conjunction with business discussions or business meetings, excluding government employees if any are present
- Employees and consultants are prohibited from providing gifts to or accepting gifts from individuals or firms who have or seek business relationships with the Company, unless such gifts are of a value less than \$5 and are of an advertising or public relations nature. This prohibition extends to employees' and consultants' family members.

If dealing with either government or non-government personnel, offering or accepting anything of value for the purpose of obtaining or acknowledging favorable treatment is a kickback, and may be a criminal violation of the Federal Anti-Kickback Act.

RELATIONSHIP WITH GOVERNMENT EMPLOYEES

GIFTS FROM VENDORS

Occasionally a client, outside vendor, or other party with whom we do business, may offer you a gift. In general, you should not accept gifts from vendors.

Items of nominal value which are offered for general distribution (e.g., calendars, pens, coffee cups, etc.), and invitations to business lunches/dinners may be accepted.

PROPOSING, NEGOTIATING, AND PERFORMING ON GOVERNMENT CONTRACTS

The Company will strictly observe the laws, rules and regulations which govern the acquisition of goods and services by the Government. The Company will fairly and ethically compete for all such business opportunities. No employee or consultant shall attempt to obtain, from any source, government information that is procurement sensitive or security-classified, nor information regarding competitors' bids or proposals in circumstances where there is reason to believe the release of such information is unauthorized.

Employees and consultants may not use any information acquired while working on a federal contract for Metters' advantage in a procurement, or otherwise disclose such information.

In the negotiation of certain contacts with the United States Government, cost and pricing data must be submitted to the Government before any award, and there must be a certification that the cost and pricing data submitted is current, accurate and complete. Such disclosures and certifications are obligations imposed by statute. Obviously this is an area where special care must be exercised. Any non-disclosure or certification in violation of this statute is prohibited.

Employees or consultants involved in the negotiation of contracts shall make reasonable efforts to assure that all statements, communications and representations to customer representatives are accurate and current.

Care should be taken by personnel in a position to know that no material substitutions from specifications have been made and that the products meet or exceed contractual specifications.

Sufficient care must be taken to ensure proper recording and charging of all costs to the appropriate job number or account. All hours worked must be entered into the timesheet system daily. The falsification of time sheets or other cost records is a criminal violation and will not be tolerated. Every employee or consultant and his or her supervisor are personally responsible for assuring that the job numbers and the hours charged are accurate and correct.

Any willful improper job charging will result in the violator's dismissal and may, in addition, result in criminal prosecution. It is specifically prohibited for any employee or consultant to submit or to concur in the submission of any claims, bids, proposals, billings or any other documents of any kind that are false, fictitious or fraudulent. Such willful acts are felonies, which can result in criminal prosecution of the Company and the employee or consultant involved.

Supervisors must be careful in words and conduct to avoid placing, or seeming to place, pressure upon subordinates that could cause them to deviate from acceptable norms of conduct.

The Company is dedicated to developing, producing and furnishing products and services of the highest quality which meet or exceed the requirements of its customers. The customer always has the right to expect - and all of us have the obligation to ensure - that our products and services are delivered timely and at reasonable prices. This can be accomplished only by fair negotiations and strict adherence to all contractual obligations.





INTERNATIONAL BUSINESS

Employees and consultants must comply with the Foreign Corrupt Practices Act, which forbids bribery to acquire business and requires accurate recording of expenditures and transactions abroad.

Employees and consultants also must comply with US export and sanctions regulations, which prohibit the export of certain technology to certain countries and transacting business with certain countries.

Employees or consultants that may be in a position to violate these laws and regulations have an affirmative obligation to request a briefing on the details of those sanctions.



ACCOUNTING SYSTEMS, BOOKS AND RECORDS

Federal and state laws, Government Cost Accounting Standards and Generally Accepted Accounting Principles require the Company to maintain accurate, complete and timely accounting data to support all financial transactions.

It is Company policy that no entries will be made or omitted from the books of the Company which intentionally obscure or disguise the true nature of the transaction underlying such an entry.

The Company will maintain no undisclosed or unrecorded fund or secret assets of any kind for any purpose. All disbursements of funds and all receipts must be properly and promptly recorded.

No false or artificial statement or entries may be made for any records of the Company or in any internal or external correspondence, memoranda or communication of any type, including telephone or electronic communications. Destruction or concealment of documents to impede government investigation or action is unlawful and may lead to Metters being permanently barred from government contracts

Penalties for violations in this area could be severe for the Company as well as the employee or consultant involved.



PRESERVATION OF ASSETS AND COST CONCIIOUSNESS

Every employee or consultant is charged with the duty to preserve the Company's assets, its property and equipment that has been furnished by its customers and suppliers for use on a given contract.

Employees and consultants must use Metters' and customers' assets only for the business purpose for which the asset was provided. Employees and consultants do not have any right of privacy for information in Metters' IT systems, and employees or consultants may not store or transmit offensive information in such systems.

When Metters pays any employee or consultant to create intellectual property, that property belongs to Metters. If an employee or consultant uses his or her own previously created intellectual property at Metters, he or she may lose rights in that property.

Employees and consultants must not violate the law by making unauthorized duplicates of proprietary software or load any unauthorized software on any Metters IT equipment.

Materials and services for the conduct of business, or as a direct cost in compliance with contract requirements, must be acquired with the most rigorous procurement standards, obtaining items of appropriate quality at a price that optimizes total cost effectiveness to both the Company and its customer.

The Company's policies provide for reimbursement of reasonable expenses incurred by employees or consultants who travel on authorized business for the Company. When traveling on authorized Company business, employees or consultants should economize at all times in the selection of air carriers, vehicle rentals, accommodations and expenditures for meals.

Employees and consultants must certify that their expenses are complete and accurate on their expense reports.

Time
Sheet
Due!

Transfer

Hold

RECORDING, ALLOCATION AND CHARGING OF COSTS

The intentional mischarging of costs to a contract or indirect cost objective can result in substantial criminal and financial penalties to the Company and to the individual employee or consultant involved.

Allocating the cost of labor, material or services to a contract or indirect cost objective where those costs were not incurred is strictly prohibited.

The purchase and billing of direct material and services must be in compliance with contract requirements and specifications.

Employees and consultants are responsible for maintaining accurate and timely record of their labor distribution to contracts and indirect cost objectives. Supervisors are responsible for authorizing labor costs and verifying the accuracy of the labor distribution records.



AFFIRMATIVE ACTION

Metters Incorporated believes that all persons are entitled to equal employment opportunity and is committed to a policy that promotes and preserves such opportunities in all its operations and in all areas of employment practice to assure the absence of discrimination against any employee or applicant for employment on the grounds of race, color, religion, sex, age, veteran's status, disability or national origin.

This policy relates to all phases of employment, including recruitment, hiring, placement, promotion, transfer, termination, compensation, benefits, training, educational, social and recreational programs and the use of Company facilities. It covers all other personnel actions in all job categories and at all levels.

Reviews of employment practices and actions are continually conducted to ensure compliance with this policy and related laws in this vitally important area of management responsibility.

The Human Resources Director/Manager shall assist management to administer, enforce, monitor and execute specific programs and actions designed to comply with the Company's Affirmative Action policies. Compliance shall be monitored by the Human Resources Director/Manager. The Human Resources Director/Manager shall also ensure that any employee complaints which arise are handled through appropriate internal procedures and are subject to legal review, as necessary.

SUBSTANCE ABUSE PROVISIONS

The following rules are effective immediately and will be enforced uniformly for all employees:

- Employees and consultants are prohibited from arriving to work under the influence of alcohol or illegal drugs.
- Employees and consultants are prohibited from using, possessing, distributing, or manufacturing illegal drugs on Company property (including Company vehicles) or while performing Company business.
- Employees and consultants cannot bring or consume alcoholic beverages on Company property except in connection with Company authorized events.
- Employees and consultants being treated with a drug or controlled substance that might adversely affect their ability to perform their work must provide a written statement from their doctor. Only the person for whom a prescription drug is issued can bring that medication on Company property.
- Employees and consultants convicted of violating a criminal drug statute in the workplace must notify the Company within five days of the conviction.

DISCIPLINARY ACTION

Employees who violate this policy are subject to the following:

- Employees and consultants who use alcohol while on Company property or on Company business, or who report to work under the influence of alcohol will be: removed from the workplace, required to undergo testing, referred to the EAP, and/or disciplined (up to and including termination).
- Employees and consultants who use, possess, purchase, or dispense any illegal drug while on Company property, or while on Company business will be: removed from the workplace, required to undergo testing, referred to the EAP, and/or disciplined (up to and including termination). Illegal activity will be reported to appropriate law enforcement officials and government agencies.
- Employees and consultants who are arrested for or convicted of violating a criminal drug statute while at work must be: removed from the work site, required to seek counseling from the EAP, and/or disciplined (up to and including termination). The Company will conduct a thorough investigation which might include drug testing if cause is found.

HARASSMENT IN THE WORKPLACE

Metters Incorporated is committed to providing a work environment free of unlawful harassment.

Company policy prohibits sexual harassment and harassment on the basis of race, color, age, religion, national origin, disability, veteran's status, or any other class protected by applicable law. The Company's anti-harassment policy applies to all persons involved in the operation of Metters Incorporated and prohibits unlawful harassment by any employee or consultant of the Company, including supervisors and co workers, as well as by any person doing business with or for Metters Incorporated.

Prohibited unlawful harassment includes, but is not limited to, the following behavior:

- Verbal conduct such as epithets, derogatory jokes or comments, slurs or unwanted sexual advances, invitations or comments
- Visual conduct such as derogatory and/or sexually oriented posters, photography, cartoons, drawings or gestures
- Physical conduct such as assault, unwanted touching, blocking normal movement or interfering with work because of sex, race, or any other protected basis
- Threats and demands to submit to sexual requests as a condition of continued employment, or to avoid some other loss, and offers of employment benefits in return for sexual favors
- Retaliation for having reported or threatened to report harassment

As a matter of law and Company policy, each employee or consultant is entitled to pursue his or her employment free of discrimination or harassment. Violation of the Company's harassment/discrimination policies will result in disciplinary action up to and including termination.

If you believe that you have been unlawfully harassed, inform your own or any other Company supervisor, or the Human Resources Director/Manager of the Company as soon as possible after the incident.

Your complaint should include details of the incident or incidents, names of the individuals involved, and names of any witnesses. Supervisors will refer all harassment complaints to the Human Resources Director/Manager.

The Company will immediately undertake effective, thorough, and objective investigation of the harassment allegations. If Metters Incorporated determines that unlawful harassment has occurred, effective remedial action will be taken in accordance with the circumstances involved.

Any employee or consultant determined by the Company to be responsible for unlawful harassment will be subject to appropriate disciplinary action, up to and including termination. A Company representative will advise all parties concerned of the results of the investigation. The Company will endeavor to handle these matters expeditiously, confidentially, and in a professional manner so as to protect the offended individual and other individuals providing relevant information. The Company will not retaliate against you for filing a complaint and will not tolerate or permit retaliation by management, employees, or co workers.

The Company encourages all employees and consultants to report any incidents of harassment forbidden by this policy immediately so that complaints can be quickly and fairly resolved.

PROFESSIONAL WORK ENVIRONMENT

EMPLOYEE RELATIONSHIPS

As a general matter, Metters Incorporated does not seek to regulate the private social behavior of its employees and consultants.

When the behavior involves a dating relationship between a supervisor and a subordinate employee or consultant, however, Metters recognizes that the relationship may have undesirable repercussions in the workplace. Metters discourages dating relationships between supervisors and subordinate employees or consultants. It is particularly important to avoid dating relationships between supervisors and subordinates whom they directly supervise. Where such a relationship may exist, the employees or consultants involved should promptly inform the Human Resources department so that the possibility of realigning the supervisory relationship can be evaluated and so that (at a minimum) evaluations of the subordinate may be independently reviewed to ensure even-handed treatment.

This policy applies to all employees and consultants, whether of Full-Time, Part-time, or Temporary status.

EMPLOYMENT OF RELATIVES

To avoid personal and business conflicts of interest, no person shall be under the direct or indirect supervisory chain of command of an immediate family member. Immediate family members include your spouse, children, step-children, children-in-law, parents, parents-in-law, grandparents, sisters, brothers, siblings-in-law, aunts, uncles, and first cousins.

All such conflicts due to a change in employment/life status, such as marriage, promotion, transfer, etc., shall be resolved within 60 days.



ANTITRUST COMPLIANCE

A competitive business environment is essential to the private enterprise system. Competition generally benefits consumers through lower prices by encouraging greater productivity and increased efficiency and by increasing customer satisfaction. The purpose of the antitrust laws is to safeguard these important benefits.

Without the antitrust laws, firms might be tempted to agree not to do business in each other's territory, to fix prices at identical levels or to monopolize a market.

A firm with a dominant position in a particular market might drive out competitors by cutting prices below cost, charging different prices to certain customers, requiring its distributors to charge certain prices, eliminating customers or distributors who handle products of competitors, or tying the sale of one product to the requirement that a customer buy another product.

Without these laws, a firm might also make misleading or false statements about its own product, or that of a competitor.

All these actions damage competition and are illegal. The antitrust laws are broad and far-reaching. The Company's policy is to fully comply with all antitrust laws, and to avoid conduct that violates those laws.

A question may arise from time to time as to the propriety of a certain action or practice. If this happens, do not attempt to make a legal judgment yourself. Instead, consult the Human Resources Director/Manager.

INSIDER TRADING

Employees and consultants that have acquired information that is not otherwise public about another firm in their employment at Metters may not trade in the stock of that firm.



COMPLIANCE AND DISCIPLINARY ACTION

Failure to comply with the standards contained in this Code of Ethics will result in disciplinary action that may include termination of employment, referral for criminal prosecution and reimbursement to the Company for any losses or damages resulting from violation.

As with all matters involving investigations of violations and discipline, principles of fairness and dignity will be applied. Any employee or consultant charged with a violation of this Code of Ethics will be afforded an opportunity to express his or her actions before disciplinary action is taken. As a government contract, Metters must report credible evidence of violations of federal law involving fraud, conflicts of interest, bribery, gratuities, false claims against the government, and significant overpayments.

Disciplinary action will be taken:

- Against employees or consultants who authorize or participate directly in actions which are in violation of this Code of Ethics and Standards of Conduct
- Against any employee or consultant who has deliberately failed to report a violation or deliberately withheld relevant and material information concerning a violation of this Code of Ethics and Standards of Conduct

- Against any employee or consultant who retaliates, directly or indirectly, or encourages others to do so, against an employee or consultant who reports a violation of this Code of Ethics and Standards of Conduct
- Against the violator's managerial supervisors, to the extent that the circumstances of the violation reflect inadequate supervision or a lack of diligence.

The Human Resources Director/Manager of the Company is responsible for investigating and recommending courses of action relative to matters of ethical conduct. Questions on Company policies are to be referred to the Human Resources Director/Manager via the supervisory command.

Possible violations of this Code of Ethics and Standards of Conduct or Company policies can be reported via the supervisory chain of command, which is the preferred alternative, or directly to the General Counsel.

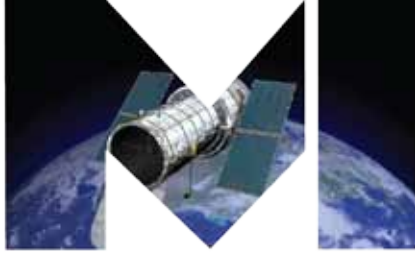


FRAUD, WASTE, AND ABUSE HOTLINE

The DoD Hotline provides an unconstrained avenue for Metters Incorporated employees or consultants to report (without fear of reprisal) known or suspected instances of fraud, waste, and serious security irregularities and infractions concerning defense affiliated contracts, programs, or projects.

The DoD Hotline does not supplant established procedures for required reporting. Metters Incorporated employees and consultants are encouraged to use the DoD Hotline in cases where fear of reprisal may be evident. All other cases will be reported to the Facility Security Officer (FSO), who will institute the required investigation and reporting necessitated by the information received. The Hotline is organized and administered by the Office of the Inspector General.

Upon notification, that office will initiate investigative action regarding information received and has primary responsibility for ensuring the confidentiality of all system users. *Information may be reported by calling 1-800-424-9098, or writing the DoD Hotline, The Pentagon, Washington, DC 20301-1900. Additional information shall be posted in one or more office locations throughout Metters' offices (i.e., Corporate Headquarters, Regional Field Offices, etc.).*



Metters Incorporated

Quality Driven Solutions



ACKNOWLEDGEMENT AND RECEIPT

I, the Undersigned, hereby certify that I have received a copy of the Metters Incorporated Code of Ethics.

Employee's Name (Type or Print)

Employee No.

Employee's Signature

Date

Return the completed card to your immediate supervisor, who is responsible for delivering and forwarding all completed cards to the Human Resources Director/ Manager of the Company within five (5) business days of their signing.



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