

INTERCONNECT

"Information Technology Solutions since 1995"

Interconnect Services, Inc.
661 Everhart Road
Corpus Christi, TX 78411
361.884.3447

INTERCONNECT SERVICES, INC. CODE OF CONDUCT - as of July 15, 2011

Equal Employment Opportunity: Interconnect is an equal opportunity employer, which means we are committed to an organization that is free from employment discrimination. We provide equal employment opportunity to all individuals. In all aspects of employment, individuals will be treated without regard to their race, color, religion, national origin, gender, age, disability or any other protected class status as defined by applicable law. This policy applies to all aspects of employment including recruitment, hiring, compensation, promotion, retention, and termination. We will not tolerate employment discrimination of any kind.

Harassment: Physical or verbal behavior that unreasonably disrupts another employee from his or her work is harassment and will not be tolerated. This includes such disrupting behavior targeted at an individual because of his or her race, color, religion, national origin, gender, age, disability or other protected class status as defined by applicable law.

Safety: The safety and well-being of our employees is a primary concern. Safety should be a primary consideration in all aspects of our operations. Employees should never work in a manner that is not safe. We should follow all safety rules. We should also proactively look out for the safety of our fellow employees.

Alcohol and Drugs: The Company intends to provide its employees with a safe working environment that is free from alcohol use, illegal drug use, and the misuse of medications. For this reason, the Company will not tolerate any employee under the influence of alcohol, illegal drugs, or misused medications while in the course and scope of employment. There is a narrow exception to this policy for consumption of reasonable amounts of alcohol in the course and scope of your duties at a Company-sponsored event provided the event has the approval of senior management.

Workplace Violence: Employee safety requires a working environment that is free from all forms of workplace violence. Physical violence, verbal threats, and bullying will not be tolerated under any circumstances.

Company Property: We have a responsibility to safeguard the assets of the Company. We must maintain the Company's assets with care and avoid waste and abuse. Theft, carelessness, and waste have a direct impact on the Company's profitability. The assets and equipment of the Company may only be used for legitimate business purposes, although incidental personal use is permitted (such as occasional personal use of the Company's computers, telephones or supplies where such usage is appropriate and legal). Any suspected incident of theft or fraud should be promptly reported for investigation. Our obligation to safeguard the Company's assets includes an obligation to protect the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights as well as business, marketing and service plans, databases, records, salary information and any unpublished financial data and reports

Confidentiality: Confidential Information is a valuable asset of the Company. Confidential Information is all non-public information that gives the Company an advantage in the marketplace or might harm the

Company if disclosed to a third party for example, sales plans, strategies, potential merger or acquisition transactions, service and product prices, compensation data, formulas and chemical compositions, customer information and processes. Directors, officers and other employees should maintain the confidentiality of information entrusted to them by the Company. You should never use the Company's Confidential Information for personal gain. Furthermore, you should take measures to protect the Company's Confidential Information from disclosure such as safeguarding your laptops, password protecting electronic files, and locking file cabinet drawers containing Confidential Information. The obligation to preserve Confidential Information continues even after employment with the Company ends. Any documents, papers, records or other tangible items that contain trade secrets or proprietary information are the Company's property and must be returned to the Company upon request.

Conflicts of Interest: We should conduct our activities, both business and personal, to avoid any conflict of interest (actual or apparent) with our duties to the Company. A conflict of interest arises when an individual's personal interest, or that of a family member or friend, interferes in any way or even appears to interfere with what is in the best interest of the Company. A conflict of interest may arise when an individual finds himself or herself in a situation that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest also occur when an individual, or a family member or friend, receives improper personal benefits as a result of such individual's position with or relationship to the Company. To reduce the likelihood of a conflict of interest or the appearance of such a conflict, employees generally should refrain from engaging in business dealings with family and friends. You should also disclose any potential conflict of interest to your supervisor so it can be discussed with the legal department, and the Board of Directors as appropriate, to ensure it is properly handled

Corporate Opportunities: Subject to any applicable provisions contained in the Company's articles of incorporation or bylaws, if a director, officer or other employee learns of a business opportunity that might be of interest to the Company, you should present that opportunity to the Company. You are prohibited from personally taking any corporate opportunity discovered through the use of the Company's property or information or through your position within the Company, without the written consent of the Board. Furthermore, you must not use Company property, information or your position to put personal gain ahead of the Company's interest. Finally, this also means that you may not compete with the Company except as otherwise permitted by the Company's articles of incorporation or bylaws.

Accurate Recordkeeping: Interconnect requires honest and accurate recording and reporting of information in order to make responsible business decisions. Therefore, the Company's financial, accounting, and other reports and records must accurately and fairly reflect the Company's transactions and be in compliance with applicable accounting principles and government regulations. Company information must be recorded honestly and in a timely manner. You must not take any direct or indirect action to fraudulently influence, coerce, manipulate or mislead the Company's independent auditors for the purpose of rendering the Company's financial statements misleading.

Gifts, Favors and Entertainment: Our employees should not accept, nor solicit, any gifts, favors or entertainment from vendors or any other third party that might detract from your ability to exercise independent judgment free from a conflict of interest, or the appearance of a conflict of interest. An exception is made for infrequent, unsolicited gifts or entertainment of nominal value (less than \$100) that are offered in the ordinary course of a business relationship. If such infrequent, unsolicited gifts or entertainment exceed \$100 in value, they must be fully disclosed to and approved in advance by your supervisor.

Insider Trading: If the Company's stock becomes available for trading in the open stock market, it will be illegal to buy or sell the Company's stock based on material inside information. Material inside information is any non-public information concerning the Company that could provide a financial advantage when used to buy or sell the Company's stock. Similarly, it is illegal to disclose material inside information to a third party who buys or sells the Company's stock based on material inside information. The Company has developed or will develop an Insider Trading policy, which should be consulted for further guidance.

Computers and Technology: Interconnects computer system and other technology (including laptops, phones, global positioning systems, internet access, software, voice mail, email, etc.) are valuable Company assets that are provided to employees to perform Company functions. Occasional personal use is acceptable provided the use is appropriate and legal. All employees are put on notice that the Company may monitor the employee's use of such systems at any time, with or without notice, and an employee should have no expectation of privacy when using such systems. Company systems should not be used to send, receive, access or store hostile, malicious, unlawful, sexually explicit, discriminatory, profane or abusive documents, messages or files. All Company systems must be used in compliance with applicable licensing agreements.

Fair Dealing: You are expected to deal fairly with the Company's customers, suppliers, competitors and industry partners. You must avoid taking unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of a material fact, or other unfair dealing practices.

Bribes and Kickbacks: A bribe or kickback is giving or receiving anything of value that is linked to providing or receiving favorable treatment. You must never participate in a bribe or kickback scheme with customers or suppliers.

Gifts: You should not provide, nor offer, gifts or favors to customers or their employees that are designed to influence the recipient to award or maintain business with the Company. An exception is made for promotional items that are i) unsolicited by the recipient, ii) of nominal value (less than \$100), iii) given infrequently, iv) in compliance with the law, v) in compliance with the regulations of the recipient, and vi) not given to a government official.

Business Meals and Entertainment : You may provide business meals and entertainment to customers and prospective customers provided i) you are present and act as host, ii) the expense is designed to build or maintain a relationship with the recipient, and iii) the expense is reasonable under the circumstances and infrequent.

Contracts: You are expected to negotiate contracts with customers and suppliers in good faith. You should comply with contractual requirements in a fair and ethical manner. You should also seek to resolve contractual disputes in a prompt and expedient manner consistent with the Company's interests and obligations.

Environment: We must strive to be good stewards of the environment and to avoid environmental damage. The Company is committed to complying with all pertinent environmental laws and regulations as well as Company, customer, and industry environmental policies and practices. We will seek to avoid waste and conserve energy. We will seek to develop products and services with a focus on preserving the environment. Employees are expected to promptly report any condition that could pose an environmental, safety, or health hazard.

Community Neighbors: The Company recognizes that we live in the communities where we conduct our business. Consequently, it is imperative that we strive to be a positive and active member of the community and a good neighbor to others within the community. We will maintain our facilities in a manner that enhances rather than detracts from the neighborhood. Employees are expected to operate Company vehicles on the roadways in a safe and courteous manner. At all times, employees are also expected to be good ambassadors of the Company.

Regulatory Compliance: The Company is committed to legal compliance with all pertinent federal, state, provincial, and local laws, rules and regulations. We expect our directors, officers and other employees to obey the law both in letter and spirit. You are expected to report and seek guidance on any situation where there is a concern about whether or not an activity is legally compliant. Contact numbers for guidance are included at the back of this Code.

Governmental Inspections and Investigations: We will cooperate with all government inspections and investigations in a professional manner. If a governmental agency conducting an inspection or investigation is entitled to certain requested information, we will respond to such request after consultation with the Company's General Counsel. Employees must immediately contact the legal department whenever they are visited by a government employee conducting anything other than a routine inspection or investigation or whenever a government agency specifically requests Company information. During any government inspection or investigation, an employee must never i) hide, destroy or change any Company records whether in paper or digital format, ii) lie to investigators, iii) encourage other employees to lie to investigators, or iv) otherwise obstruct the investigation.

Bribery and the Foreign Corrupt Practices Act: On occasion, you may deal with government officials. It is imperative that you do not provide any gifts or favors to government officials as such gifts or favors could be perceived as bribes. Of special concern is the United States Foreign Corrupt Practices Act (FCPA). This statute is designed to prohibit bribery of non-U.S. government officials by U.S. companies, their non-U.S. subsidiaries, and their employees. The statute bars offering anything of value, either directly or through a third party, to a non-U.S. government official where the purpose is to maintain or obtain business or to receive favorable government action. You must comply with the FCPA. The Company has developed or will develop an FCPA policy, which should be consulted for further guidance.

Competitors: The Company will compete fairly and vigorously with its competitors. Employees should not use the trade secrets or proprietary information from their prior employers. The Company will also comply with pertinent U.S. and non-U.S. laws designed to promote fair and open competition. Specifically, we will comply with all pertinent antitrust laws. We should not engage in discussions with competitors on topics such as pricing, geographical and customer allocation, bidding, and vendor or customer boycotts. Nor should we engage in any behavior designed to monopolize a market. We should be especially wary of these restrictions when working with industry associations or attending industry conferences or trade shows. If any of these topics ever come up, immediately excuse yourself and contact the Company's General Counsel. The Company has developed or will develop an Antitrust policy, which should be consulted for further guidance. If you are ever in doubt, please seek guidance from the contact numbers listed at the back of this Code.

Competitors: You are expected to comply with this Code. You are also responsible to report any violations or suspected violations of this Code. Good judgment should be used when deciding how and where to raise a concern. Avenues to address concerns:

1. Talk with your immediate supervisor.
2. Talk with a higher level manager or executive.
3. Talk with the General Counsel.
4. Talk with a member of the Senior Leadership Team.
5. Talk with someone in Human Resources.
6. Talk with the CEO.