



Code of Business Ethics and Conduct

Defy boundaries. Communicate anywhere.



DATA PATH™

OUR MISSION OUR VISION OUR VALUES

OUR MISSION

MISSION what we do

Around the world, we enable communications with speed, innovation and quality.

OUR VISION

VISION where we plan to go

Unleashing the power of communications to enrich, protect and save lives.

OUR VALUES

VALUES who we are

Dedication
We are committed to understand and serve our customers' needs.

Knowledge
We are the best at what we do.

Integrity
We deliver what we promise – to our customers and to each other – legally, morally, ethically.

Teamwork
We count on each other – across departments and across borders.

DATAPath, INC.

CODE OF BUSINESS ETHICS AND CONDUCT

INTRODUCTION

The DataPath, Inc. Code of Business Ethics and Conduct (this “Code”) and the DataPath DKIT Values have been adopted by the Board of Directors (the “Board”) of DataPath, Inc. (the “Company”). The Board and the officers of the Company recognize that the long term interests of the Company are advanced when they are responsive to the concerns of our nation, community, customers, employees, shareholders and suppliers.

The essential purpose of this Code is to promote the following basic principles in support of the Company, its customers, community and the national interest:

- To dedicate the Company to a culture and practice of ethical and legal conduct in all of its activities, including fair dealing and the ethical handling of conflicts of interest.
- To maintain the highest standards of personal conduct and integrity at all times in the conduct of the Company’s affairs.
- To promote a united effort in communicating the Company’s commitment to adopt and implement principles that acknowledge and address its organizational responsibilities under federal procurement policy, law and regulations, as well as all other applicable laws and regulations, thereby contributing to the national defense and industry in general.
- To accept the moral responsibility to create an organizational culture, educational programs and processes in which ethics are paramount, and compliance with all applicable laws, rules and regulations is a strict obligation on the part of all directors, officers, employees and agents
- To promote full, fair, accurate, timely and understandable disclosure in reports and documents the Company files with, or submits to, the United States government, and in all other public communications.
- To ensure the protection of the Company’s legitimate business interests, including its assets and confidential information.
- To prevent, detect and report wrongdoing.
- To avoid even the appearance of impropriety.
- To do the right thing and for each individual and be responsible for the propriety and consequences of their own actions.

This Code is intended to set forth the Company’s standards of business conduct and ethical behavior and to serve as a guide for general decision making in the variety of circumstances that directors, officers, employees and agents of the Company might encounter in conducting the Company’s business. The directors, officers, employees and agents of the Company must become familiar with this Code and adhere to its principles and procedures. No policy can describe every circumstance that might confront directors, officers, employees and agents with ethical and legal challenges; and this Code is not a summary of all of the laws and regulations that apply to the Company and its directors, officers, employees and agents. All such persons must therefore become familiar with the laws, rules and regulations that govern their actions in conducting the business of the Company by way of educational and training programs provided on a regular basis. In addition to complying with this Code and applicable laws, rules and regulations, all directors, officers, employees and agents will observe the highest standards of business and personal

ethics and integrity in the discharge of their assigned duties and responsibilities while creating a Company culture of honesty and integrity.

This Code applies to the businesses and subsidiaries of the Company and affiliates controlled by the Company worldwide, and to all Company directors, officers, full-time and part-time employees. In addition, all persons or entities representing the Company, such as consultants, agents, sales representatives, distributors, subcontractors and independent contractors (hereinafter referred to as “agents of the Company”), shall be bound by the same provisions that apply to DataPath employees, to the extent applicable, and shall agree in writing to follow all applicable portions of this Code.

The Company will self-govern itself in good faith to these standards through continuous training, risk assessment, board and management involvement, and by utilizing various means for reporting violations. The Company will perform periodic reviews of Company business practices, procedures, and internal controls for compliance with this Code and all applicable laws and regulations. Management will not attempt to override the role of Internal Audit, the Audit Committee of the Board of Directors, the Corporate Compliance Manager, the General Counsel or any other person or group created under the requirements of this Code. DataPath policy and procedure documents will be located in a central library on the shared drive as they are developed.

1. COMPANY PHILOSOPHY

Do the right thing – legally, morally and ethically. It is the Company’s policy to comply fully with all laws, rules and regulations governing the Company’s operations and to conduct business in an ethical manner. DataPath’s reputation as an ethical company is its greatest asset. Maintaining DataPath’s culture of integrity is the responsibility of every director, officer, employee and agent of the Company. Each employee’s role in sustaining the Company’s ethical standards will add value to the corporation, the community and the nation.

As a part of the Company’s commitment to the defense industry, the Company pledges to participate actively in the Defense Industry Initiative on Business Ethics and Conduct (“DII”) and to comply with its principles¹ and to be accountable to the public for all of our actions.

The Company has resources available to help employees understand and fulfill their responsibilities under this Code. These resources include:

- This Code.
- The Corporate Compliance Manager and the General Counsel.
- The OpenLine helpline reporting system.
- Periodic training programs.

¹ Article III, The DII Principles <http://www.dii.org/Statement.htm>

2. HONEST AND CANDID CONDUCT

Each director, officer, employee and agent of DataPath owes a duty to the Company to act with integrity. Integrity requires, among other things, being honest and candid. Deceit and subordination of the principles of this Code are inconsistent with integrity.

Each employee must:

- Adhere to the highest standards of business ethics. Act with integrity, including being honest and candid while still maintaining the confidentiality of information where required or consistent with the Company's policies.
- Observe both the letter and spirit of all laws and governmental rules and regulations, accounting standards and Company policies. Ethical conduct extends beyond compliance with laws and regulations.

3. BUSINESS ETHICS AND CONDUCT OVERSIGHT

This Code has been established by the Board. The Audit Committee of the Board (the "Audit Committee"), on behalf of the Board, is responsible for:

- Implementing this Code.
- Interpreting this Code.
- Exercising its oversight responsibilities with respect to this Code.

Any director, officer, employee or agent of the Company who becomes aware of any existing or potential violation of this Code is required to report such violation or suspected violation promptly as directed in "Section 7 – Reporting Violations and Raising Questions." Failure to do so is, in itself, a violation of this Code.

All reports of violations of this Code will be investigated at the direction of the Audit Committee, the General Counsel or the Corporate Compliance Manager, in accordance with Company policies in effect at the time. If a violation is determined to have occurred, the Company will take such disciplinary and corrective action as is deemed appropriate by the investigating body.

From time to time, the Company may waive certain provisions of this Code in certain circumstances. Any waiver of this Code with respect to an executive officer or director of the Company may be made only by the Board and must be promptly disclosed as required by Securities and Exchange Commission ("SEC") rules. Any waiver for other employees or agents may be made only by the General Counsel.

4. EMPLOYEE HIRING, INCENTIVE AND PERFORMANCE REVIEW

All Company positions that provide the person with a substantial amount of individual discretion in acting on behalf of the Company will be clearly defined, and applicants for these positions will be subject to increased scrutiny. Background checks, credit checks and other measures will be taken to ensure that only those individuals with the highest level of integrity are authorized to exercise substantial authority within DataPath.

The Company will adopt employee incentive programs to encourage ethical business conduct. Job performance measures for all levels of supervisors will include:

- An evaluation of their effective implementation of this Code.
- An evaluation of their continuous development of a culture of integrity.

The Company will create and implement processes for discipline and for corrective actions in response to violations of this Code.

5. USE OF SUSPENDED/DEBARRED INDIVIDUALS AND/OR CONTRACTORS

The Company will adopt procedures to ensure that individuals and/or companies listed on the General Services Administration's List of Parties Excluded from Federal Procurement and Non-Procurement Programs are not hired by the Company as employees, consultants or used as subcontractors in U.S. government contracts.

6. DISCIPLINARY ACTION

Violations of laws, regulations, this Code or Company policies can have severe consequences for employees and the Company. Some violations may be criminal in nature and punishable by fines or imprisonment. Disciplinary actions for violations of laws, regulations, this Code or Company policies may include oral or written reprimand, suspension and/or termination. Disciplinary action will be initiated by the Audit Committee of the Board, the General Counsel or the Corporate Compliance Manager and communicated to the Human Resources Department or the U.S. government, as directed by the Audit Committee or the General Counsel. The Company will report violations of the law to the appropriate authorities.

7. REPORTING VIOLATIONS AND RAISING QUESTIONS

All directors, officers, employees and agents of the Company have a responsibility to be alert and sensitive to situations that could result in actions that might violate federal, state or local laws, regulations, this Code or other Company policies. Employees who believe their own conduct or that of a colleague may have violated any such laws or regulations, this Code, or other Company policies have an obligation to report the matter promptly and may do so in good faith without fear of retribution or retaliation. Generally, such matters should be raised first with the employee's immediate supervisor, this may provide valuable insights or perspectives and encourage resolution of problems within the appropriate work unit.

An employee who is not comfortable bringing the matter up with his or her immediate supervisor, or who does not believe the supervisor has dealt with the matter properly, should raise the matter with the appropriate business unit vice president, the Corporate Compliance Manager or call the DataPath OpenLine at 888-205-1837 or send an email to OpenLine@getintouch.com without fear of retribution or retaliation. If desired, matters relating to business ethics and conduct may be reported directly to the Audit Committee by calling

the OpenLine and requesting direct reporting to the Audit Committee. International employees may contact the OpenLine by telling the international operator they would like to place a collect call to 314-628-2917. The most important point is that possible violations should be reported immediately.

No matter which reporting method is used:

- Employees will be treated with dignity and respect.
- Employees need not identify themselves.
- Employees' communication will be protected to the greatest extent possible.
- Employees need not fear retribution or retaliation from the Company for reports made in good faith.
- Employees' concerns will be fairly addressed and they will be informed of the outcome, to the extent possible, within the confines of privacy constraints and consistent with the best practices of the industry and proper handling of the matter reported.

To the extent possible and appropriate, those who report misconduct or violations will receive feedback directly from one of the following:

- An OpenLine Case Number response
- The Corporate Compliance Manager
- The General Counsel
- The Chairman of the Audit Committee

While the employee will receive a report as to the status of his or her question or investigation, the employee should not expect an explanation as to the details of an investigation. Any additional investigation information provided will be at the discretion of the Audit Committee, the General Counsel or the Corporate Compliance Manager and in accordance with law.

REPORTING INTERNAL CONTROLS, ACCOUNTING AND AUDITING CONCERNS

Employees should report any concerns regarding accounting, internal controls or auditing matters to the Director of Internal Audit or the Audit Committee. Employees can contact the Director of Internal Audit directly or by calling the OpenLine and requesting to report a concern to the Internal Audit Department. Employees can contact the Audit Committee by calling the OpenLine and requesting direct reporting to the Audit Committee. In either case, reports can be made confidentially and anonymously, if requested.

CONFIDENTIALITY

The OpenLine reporting process provides employees with the ability to remain anonymous in reporting violations or raising questions. The OpenLine is administered by a third party who will not disclose a reporting employee's identity without his or her permission to do so. If employees wish to remain anonymous, they should not contact the OpenLine from their DataPath e-mail account or DataPath cell phone. In certain circumstances, the Company may be required to ask employees to reveal their identity in the case of violations of the law.

PROHIBITION AGAINST RETALIATION

In no event will the Company or any of its employees, officers or directors take or threaten any action against any director, officer, employee or agent of the Company in retaliation for making a complaint or

disclosing information in good faith. However, if a reporting individual was involved in illegal activity, that person may be appropriately disciplined even if he or she was the one who disclosed the matter to the Company. In such a case, however, to the extent permissible under applicable law, voluntary disclosure would generally be given favorable consideration in any ensuing decisions by the Company. The Company will report violations of the law to the appropriate authorities.

SEEKING ADDITIONAL INFORMATION

Questions relating to this Code or any other legal or ethical issue should generally be raised first with the employee's immediate supervisor. Certain types of questions should be referred to the appropriate functional department. For example, questions relating to the proper reporting of costs should be referred to one's immediate supervisor or the Accounting Department. Questions related to vacation accrual should be referred to the Human Resources Department. Questions related to one's desk computer and software should be addressed to the IT Department. Employees may direct any questions relating to the interpretation or application of this Code, as well as any of the Business Ethics and Conduct initiatives, to the Corporate Compliance Manager.

Additionally, the DataPath OpenLine provides a means for asking questions related to this Code or other legal or ethical questions that employees may otherwise feel uncomfortable asking. Employees may anonymously contact the DataPath OpenLine at 888-205-1837 or send an email to OpenLine@getintouch.com without fear of retribution or retaliation. International employees may contact the OpenLine by telling the international operator they would like to place a collect call to 314-628-2917 to ask questions or make a suggestion.

8. TRAINING

The Company will periodically conduct mandatory educational seminars to foster an environment where integrity is valued as the foundation for daily activities. A schedule of training sessions will be developed annually by the Corporate Compliance Manager, and the dates of such training sessions will be published. All new directors and employees will be asked to read this Code and to certify that they will comply with the letter and the spirit of this Code and the DKIT Values. All agents of the Company will be asked to read this Code and to agree that they will comply with all applicable portions hereof.

9. VOLUNTARY DISCLOSURE

DataPath directors, officers and employees will participate in voluntary disclosure of violations or concerns to the appropriate authorities in accordance with Company policy. The Company has developed a system to identify and report non-compliance with this Code and to pursue corrective actions, as set forth in this Code. The Company will follow industry best practices to ensure compliance with voluntary disclosure requirements.

The Company will provide timely reports to U.S. government officials of any suspected violation of law in connection with U.S. government contracts or any other irregularities in connection with such contracts. The Company will cooperate with any U.S. government agencies responsible for an investigation involving any suspected violation of law.

10. FAIR DEALING

The Company has a history of success and growth through honest business practices. It does not seek competitive advantage through illegal or unethical business practices. Each director, officer, employee and agent of the Company should endeavor to deal fairly with the Company's customers, service providers, suppliers, competitors and employees. No director, officer, employee or agent of the Company should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of facts, or any unfair dealing practice.

11. CONFLICTS OF INTEREST

A "conflict of interest" occurs when an individual's private interest interferes or appears to interfere with the interests of the Company. Even where there is no actual interference, the appearance of such interference can be damaging to the Company, can undermine trust within the Company and with its customers, and can cost the Company the respect of its customers, potential customers and others in the industry. A conflict of interest can arise when a director, officer or employee takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. For example, a conflict of interest would arise if a director, officer or employee, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company or if a director, officer or employee, or a member of his or her family, has a material financial interest in a supplier, customer or competitor of the Company or in a transaction involving the Company.

Conflicts of interest can arise in virtually every area of Company operations. Each director, officer and employee of the Company must avoid personal interests that conflict with or appear to conflict with the interests of the Company or that might influence or appear to influence his or her judgment or actions in performing his or her duties for the Company. The Company recognizes, however, that its corporate structure and business may not make it practicable or desirable to avoid all relationships that could give rise to conflicts of interest. Accordingly, conflicts of interest, potential conflicts of interest, or relationships that are identified as giving rise to potential conflicts of interest are subject to appropriate review, approval and oversight by the Audit Committee. Any transaction or relationship that is approved as required under this section is in compliance with this Code. Such approval shall not be regarded as a waiver of this Code.

Employees must advise the Human Resources department of other jobs they hold or intend to hold outside of the Company and of any other positions they hold that could give rise to a conflict of interest or the appearance of a conflict of interest.

12. COMPETITOR'S PROPRIETARY INFORMATION

Do not attempt to obtain or use a competitor's proprietary information. This includes information on a competitor's prices, bids or proposals in circumstances where there is reason to believe the release of such information would be illegal or unauthorized. Employees are free to gather information about other companies from public sources such as web sites, published articles and advertisements, but employees must never use, or ask someone else to use, unlawful or unethical means such as misrepresentation, deception, theft, spying or bribery to gather any such information.

Often it will be clear from the face of relevant documents and/or the circumstances, that certain information is proprietary and therefore should not be used. For example, if an employee receives a competitor's proposal in the mail from an unknown source, it should not be read or used. Employees should turn such information over to their supervisor, or the Corporate Compliance Manager immediately. Severe criminal and civil penalties can be imposed on employees, officers, directors and the Company if information that was improperly obtained is used.

13. NO PAYMENTS, BRIBES OR KICKBACKS

No director, officer, employee or agent of the Company may offer, make or accept any payment, bribe or "kickback," directly or indirectly. Such actions can implicate a number of related statutory prohibitions, including but not limited to, the Export Trading Company Act, the Foreign Antitrust Improvements Act, the Trading With the Enemy Act, the Federal Acquisitions Regulations, the Tariff Act of 1930, the Export Administration Act and the Patriot Act, and can result in severe criminal penalties for the individual involved and for the Company. Additionally, no gratuities, gifts or favors may be offered to customers or prospective customers, except as expressly provided in this Code, in keeping with the principle of avoiding even the appearance of a conflict of interest, impropriety, or inducing customers or potential customers to place their personal interests above those of their employer. For a discussion of bribery prohibitions in the international arena, see the section of this Code entitled "LEGAL CONSIDERATIONS FOR INTERNATIONAL ACTIVITIES – Foreign Corrupt Practices Act."

14. GIFTS, FAVORS AND GRATUITIES

General

To maintain trust in our business relationships, everyone must always act with integrity. Accepting or giving gifts that are intended to influence, or appear to influence business decisions, can undermine customer relationships, hurt the Company's reputation, and put the Company in legal jeopardy. DataPath recognizes that gifts, gratuities, and other business courtesies may occasionally be appropriate in building and maintaining business relationships with customers, suppliers, and other stakeholders. However, the Company's directors, employees, representatives, and agents must avoid even the perception of favorable treatment or the appearance of impropriety when giving or accepting any item of value in conducting the Company's business.

Directors, officers, employees and agents of DataPath and their families, may not solicit, directly or indirectly, for their personal benefit or for the personal benefit of another person, any favor or other gratuity of any kind from an organization or person that the Company does business, or that seeks to do business with the Company or that is a competitor of the Company. Soliciting a gift, favor or other gratuity is strictly prohibited regardless of the nature or value of the item or service.

Subject to the foregoing, employees may accept or give a meal, refreshments, entertainment, and other business courtesies of reasonable value to non-government persons in support of business activities, provided that:

- Those courtesies are unsolicited.
- The practice does not violate any law or regulation or the standards of conduct of the recipient's organization.
- The offeror inquires about prohibitions or limitations of the recipient's organization before offering any business courtesy.

- The business courtesy is consistent with marketplace practices, infrequent in nature, and is not lavish or extravagant.

While it is difficult to define “lavish or extravagant” by means of a specific dollar amount, a common sense determination should be made, consistent with reasonable marketplace practices.

DataPath employees are prohibited from giving gifts to or receiving gifts from non-government persons, including tickets to sporting, recreational, or other events, having a market value of \$100 or more, unless specifically approved by the Corporate Compliance Manager or the General Counsel.

The Foreign Corrupt Practices Act and laws of other countries may restrict the Company from giving, directly or indirectly, meals, gifts, gratuities, entertainment, or other things of value to personnel of foreign governments and foreign public officials. Employees must obtain direction from the General Counsel prior to considering such giving.

U.S. Government

The Company must comply with strict standards of conduct in contracting with the U.S. government. Government business shall be conducted in a manner that is above reproach and, except as authorized by statute or regulation, with complete impartiality and with preferential treatment for none. Transactions relating to the expenditure of public funds require the highest degree of public trust and an impeccable standard of conduct. The general rule is to strictly avoid any conflict of interest or even the appearance of a conflict of interest in government-contractor relationships. While many federal laws and regulations place restrictions on the actions of government personnel, their official conduct must also be such that they would have no reluctance to make a full public disclosure of their actions.

Government representatives should not be offered or given, either directly or indirectly, anything of value that they are prohibited from receiving by applicable laws and regulations. Employees who deal with representatives of a particular federal agency are responsible for complying with that agency’s Standards of Conduct. Questions about a specific agency’s requirements under its Standards of Conduct, should be directed to the Corporate Compliance Manager for guidance.

Employees are prohibited from paying for meals, refreshments, entertainment, travel or lodging expenses for any U.S. government employee or representative. There are exceptions to this guideline; for example, employees may provide a meal to accommodate continuing business meetings with government employees as long as DataPath employees provide the government employees with a method to reimburse the Company for the meal’s cost. Modest refreshments, such as soft drinks, coffee and donuts offered on an occasional basis at some business activities, are also acceptable.

Those who deal with state or local government officials or employees are responsible for knowing and following the rules that may apply to state or local government officials or employees. Questions as to a particular agency’s requirements under its Standards of Conduct, should be directed to the Corporate Compliance Manager for guidance. In all cases, this Code prevails.

Purchasing/Supply Chain

Purchasing decisions must be based solely on quality, performance and price. Accordingly, relations with suppliers are to be maintained on an objective basis. When considering whether to accept a gift, gratuity, or other business courtesy, DataPath employees are expected to use moderation and prudent judgment;

begin by assuring themselves that any courtesy they would accept would leave them feeling comfortable if known by their manager, coworker, family member, or the public. Employees who influence buying, or are involved in procurement transactions in any way (e.g. determine specifications, evaluate bids, etc), must be especially careful not to create the appearance of special treatment. In other words, employees must refrain from accepting business courtesies that could be perceived as affecting their objectivity or influencing their decisions. If the “right thing to do” is not obvious, employees should seek guidance from their supervisor, or the Corporate Compliance Manager. As set forth in the section entitled Gifts, Favors and Gratuities, employees may never accept any gratuity, gift or favor, including tickets to sporting, cultural, theatrical or other events, that might be intended to influence a business decision or that could create the appearance of impropriety. Employees may accept nominal gifts and moderately priced meals or entertainment from suppliers if such courtesies are unsolicited, infrequently provided, reasonable in value and would not reasonably be construed as an attempt to secure favorable treatment or otherwise create an appearance of impropriety.

No benefit in excess of \$20 in value shall be accepted without the prior approval of the Corporate Compliance Manager.

15. U.S. GOVERNMENT PROCUREMENT INTEGRITY

The U.S. government has a number of laws designed to protect the integrity of the procurement process. Congress enacted the Federal Acquisition Reform Act of 1996. Among the provisions of this act and the Federal Acquisition Regulations (FAR) are the following:

- Employees may not disclose contractor bid or proposal information or “source-selection” information to any person, unless authorized by agency regulation or by the government contracting officer.
- Employees may not knowingly obtain contractor bid or proposal information or source-selection information from any source, unless authorized by law, before the award of a competitive contract to which the information relates.
- Offers to provide unauthorized contractor bid and proposal information or source-selection information to DataPath must be refused and immediately reported to General Counsel.
- Government procurement officers are required to report to their supervisors any contacts by a bidder or offeror regarding future employment. DataPath employees should not discuss employment with government employees until they have consulted with the Corporate Compliance Manager. The Company must comply with all laws and regulations that govern the recruiting and hiring of government employees. In general, this means that employees must not discuss even the possibility of employment with a current U.S. government employee until they have either formally withdrawn from any involvement in a matter that may affect DataPath (such as evaluation of one of its products or the award of a contract for which the Company is competing) or have certified in writing to the Company, that they are not involved in such a matter.

There are other restrictions on the activities of former U.S. government employees, particularly when acting on the Company’s behalf. U.S. government employees should be directed to contact

their agency Ethics Officer to discuss their post-government employment plans. The government agency Ethics Officer can provide them guidance and, based upon the facts provided to them by the government employee, provide a letter that specifies the restrictions that will apply to their employment following government service.

- Any recruiting activities related to former government employees must be coordinated with the Human Resource department and the Corporate Compliance Manager. Failure to comply with the rules on recruiting current or former government employees can result in severe penalties for both the government employee and DataPath.

Because the procurement integrity provisions are complex, any questions should be presented to the Corporate Compliance Manager to obtain appropriate advice and guidance.

16. ACCURATE AND HONEST RECORDING AND REPORTING OF INFORMATION

All employees must record and report all transactions, data and information, including labor and material cost information, promptly, accurately and honestly in order to enable the preparation of accurate financial and other records, and in order to reflect accurately and completely the assets and liabilities of the Company. This requirement applies both to everyday documents, such as time cards (e-time), expense reports, test reports, manufacturing records and accounting entries, and to documents or reports such as cost estimates, contract proposals and other presentations to management, customers and the public. If employees prepare such records or represent or certify the accuracy of information in such records, they must be diligent in assuring their completeness, accuracy and integrity.

The Company will at all times comply with generally accepted accounting principles (GAAP). All assets, liabilities, revenues and expenses of the Company are to be entered in regular Company books, records and other standard financial documents in accordance with best practices and GAAP. These books, records and documents must also accurately reflect and properly describe the transactions they record. For example:

- No undisclosed or unrecorded fund, asset, liability or account of the Company shall be established for any purpose.
- No false or artificial entries shall be made in the books, records, or accounts of the Company for any reason, and no employee shall engage in any arrangement that results in prohibited entries. No entry shall be made that hides or disguises the true nature of any transaction.
- No payment on behalf of the Company shall be approved or made with the intention or understanding that any part thereof is to be used for any purpose other than that described by the supporting documents.
- No employee shall submit or concur in the submission of any claim, bid, proposal or related documents that he or she knows to contain false or fictitious information. A variety of federal laws, both civil and criminal, apply to those who make false statements or false claims to the U.S. government. There can be severe civil and criminal penalties both for individuals and the Company if these laws are violated.

- The accurate reporting of labor is both essential and mandatory because it is the source for the charging of labor and the distribution of overhead cost to all contracts. Employees and contractors are responsible for understanding and complying with the labor reporting (timekeeping) procedures at their location.
- All expense items associated with travel or local business matters, including airfare, hotel expenses, taxi/limousine services, car rental, business meals, and entertainment, shall be accurately and fully documented on the expense report with applicable receipts attached. The documentation should include identification of the people involved, and a brief description of the business purpose that required the expense. The Company does not entertain, or provide meals or gratuities to its government customers or other government representatives.

17. FINANCIAL DISCLOSURE

Each director, officer or employee involved in the Company's disclosure process, including the Chief Executive Officer, the Chief Financial Officer and the principal accounting officer (the "Senior Financial Officers"), is required to be familiar with and comply with the Company's disclosure controls and procedures and internal control over financial reporting, to the extent relevant to his or her area of responsibility, so that the Company's public reports and documents filed with the SEC comply in all material respects with the applicable federal securities laws and SEC rules. In addition, each such person having direct or supervisory authority regarding these SEC filings or the Company's other public communications concerning its general business, results, financial condition and prospects should, to the extent appropriate within his or her area of responsibility, consult with other Company officers and employees and take other appropriate steps regarding these disclosures with the goal of making full, fair, accurate, timely and understandable disclosure.

Each director, officer or employee who is involved in the Company's disclosure process, including without limitation the Senior Financial Officers, must:

- Familiarize himself or herself with the disclosure requirements applicable to the Company as well as the business and financial operations of the Company.
- Not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether inside or outside the Company, including to the Company's independent auditors, governmental regulators and self-regulatory organizations.
- Properly review and critically analyze proposed disclosure for accuracy and completeness (or, where appropriate, delegate this task to others).

18. CONTRACTUAL OBLIGATIONS

DataPath will always obtain proper approvals before deviating from a contract or other agreement. DataPath delivers products to its customers that meet their specifications. The Company has a responsibility to

fulfill its commitments to its customers under contractual agreements. The Company will not substitute equivalent materials without notifying and obtaining approval from its customers where specific materials are required by the contract. The Company will not deliver similar goods made from lower-quality materials, deliver materials that have not been inspected or tested as required by the contract, or provide foreign-made materials when domestic materials are specified.

19. INTELLECTUAL PROPERTY AND CONFIDENTIAL INFORMATION

In carrying out the Company's business, directors, officers, employees and agents of the Company often learn confidential or proprietary information about the Company, its customers, suppliers or joint venture partners, including intellectual property of the Company. Proprietary information includes all nonpublic information that might be useful to competitors or investors or which could be harmful to the Company if disclosed, such as business, research, marketing, sales and product plans; strategies; records; databases; salary and benefits information; employee personal information; customer and supplier lists; and financial or pricing information; and intellectual property. Intellectual property is a general term that refers to ideas, written work, brand names, computer software and databases, formulae, industrial processes, inventions and other results of intellectual effort, and can also include information such as designs, drawings and calculations.

Directors, officers, employees and agents of the Company must maintain the confidentiality of all intellectual property and confidential information entrusted to them, except when disclosure is authorized or legally mandated. The obligation of a director, officer, employee or agent of the Company to maintain such confidentiality continues even after such person ceases to serve in such capacity for the Company. Employees may be required to execute a nondisclosure agreement as a condition of employment. Certain employees may also have a statutory duty of nondisclosure by virtue of access to classified information or by authorized exposure to controlled technology licensed for export.

20. RECORDS RETENTION AND MANAGEMENT

It is Company policy to timely deliver and control information throughout the Company through policy and procedures governing records management, including the retention and destruction of documents. DataPath will comply with federal, state and local laws and regulations with respect to retention and management of records, including records that pertain to government contracts, taxes or matters that are the subject of pending or threatened litigation or governmental investigations or inquiries.

The Company will establish policies and procedures to provide efficient, effective and economical controls over the creation, use, and disposition of all corporate records, regardless of the form in which they are kept. As a government contractor, the Company is required to vigilantly maintain certain records. The Company's policy will help ensure compliance with regulatory and contractual requirements and is intended to provide guidance for responsible records management in the day-to-day management of its business. Employees must be sensitive to the implications, and potential liabilities created by unnecessary or inappropriate e-mail messages.

21. COMPANY ASSETS

Employees are personally responsible and accountable for the proper expenditure of Company funds,

including money spent for travel and other expenses. Employees are also responsible for the proper use of property over which they have control, including both Company property and funds, and property that customers or others have entrusted to their custody. Company assets must be used only for proper purposes, both during and after employment with the Company. Company property should not be used for personal benefit, sold, loaned, given away or otherwise disposed of, regardless of condition or value, without proper authorization from the Chief Financial Officer or his designee.

22. THE ENVIRONMENT AND SAFETY

The Company is committed to uphold its social responsibilities. In compliance with government regulations, DataPath will develop applicable policies and will maintain compliance with all federal requirements related to the environment, energy and water efficiency, renewable energy technologies, occupational safety and maintaining a drug-free workplace.

The safety of DataPath's products is essential for those who use them. It is also important that the Company creates a safe environment in its workplace. Employees should become familiar with the DataPath workplace safety programs; follow all safety standards and environmental regulations and immediately report all safety risks or environmental hazards.

23. FALSE STATEMENTS TO THE GOVERNMENT

A variety of federal laws, both civil and criminal, apply to those who make false statements or false claims to the U.S. government. Both the Company and individuals can be subject to severe civil and criminal penalties if these laws are violated.

The False Statements Act prohibits any individual or company from knowingly and willfully falsifying or concealing a material fact, making any materially false, fictitious or fraudulent statements or representations or using any false writings in connection with any matter within the jurisdiction of the executive, legislative or judicial branch of the U.S. government. A "material" fact is defined as any fact that is capable of influencing the decision of a decision-making body to which it is addressed.

The False Claims Act prohibits any individual or company from submitting or causing the submission of false claims to the U.S. government. A "claim" is broadly defined by this law and includes but is not limited to any request, demand, or submission (whether under contract or otherwise) for money or property, which is made to a contractor, grantee or other recipient where the U.S. government provides or reimburses any portion of the money or property requested. A "claim" also includes any request, demand or submission that has the effect of decreasing an obligation of the company to the U.S. government. This law strictly prohibits employees from:

- Submitting, or causing the submission of, false claims.
- Using or causing the use of false statements to cause payment to be made (for example, by a higher tier contractor).
- Making or delivering a false receipt for U.S. government property.
- Knowingly buying property from an officer of the government who is not authorized to sell such property.

24. SECURITY

Company business units that contract with the U.S. government or its prime contractors in the development and production of products or services essential to national security are obligated to implement and maintain a system of industrial security controls. The Company's security policies and procedures are intended to maintain the integrity of its security posture and to protect classified information and regulate technical data, as required by its government customers.

This means, among other things, that anyone who enters a DataPath facility has a proper badge or escort and that classified information must be protected and properly secured.

Employees are responsible for:

- Reporting to management and security personnel any security violations or situations that could affect the security of Company personnel, facilities or contracts.
- Following procedures for safeguarding government classified information in their possession.
- Staying alert and promptly reporting breaches of security policies and procedures.

Questions about security should be addressed with one's supervisor or the Facility Security Officer.

25. FELLOW EMPLOYEES

DataPath is committed to a work environment that is free from harassment or other personal behaviors that detract from a healthy work environment. Employees are responsible for their actions while conducting the Company's business, and are expected to treat other employees, vendors, clients, customers, and contractors with respect.

The Company is an Equal Opportunity/Affirmative Action Employer as a matter of law, ethics and good business practice. No employee is to discriminate against any other employee or prospective employee, or make disparaging comments or criticisms on the basis of race, color, religion, sex, national origin, age, disability or military service. These principles apply to all aspects of the employment relationship, including application and initial employment; promotion and transfer; selection for training opportunities; and the application of service, retirement, seniority and employee benefit plans and policies.

Sexual harassment is against the law and will not be tolerated. Any action that is perceived as harassment could result in severe disciplinary action.

Federal laws prohibit the use or possession of illegal drugs and narcotics. Any use or possession of illegal drugs, alcohol or narcotic substances by Company employees on Company property, or while discharging employment responsibilities, is strictly prohibited. Under no circumstances may such drugs or substances be brought onto Company premises. Of course, employees must never work when impaired by illegal drugs or alcohol.

27. COMPLIANCE WITH LAWS

It is the Company's policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each director, officer, employee and agent of the Company to become familiar with and to adhere to the standards and restrictions imposed by those laws, rules and regulations. The following is intended to increase awareness of certain laws that impact daily responsibilities. This list is not all-inclusive. Further, laws and regulations change frequently. Each individual has the responsibility to seek additional information on the laws and regulations specific to his/her responsibilities.

Truth in Negotiations Act

Truth in Negotiations Act ("TINA") covers issues associated with compliance including disclosure and certification of current, complete and accurate cost or pricing data in contract negotiations with the U.S. government. TINA is designed to level the playing field between contractor and customer teams negotiating contracts and to ensure integrity and validity of proposed costs in compliance with TINA. Noncompliance with TINA may be termed "defective pricing" and may carry substantial penalties including contract price reductions and payment of penalties or interest. Cases of intentional noncompliance may result in charges of criminal fraud, resulting in fines, imprisonment or debarment.

All directors, officers, employees and agents of the Company are required to comply with the applicable provisions of TINA.

Antitrust and Other Competition Laws

Antitrust, trade and competition laws protect free enterprise and promote open and fair competition. Such laws exist in the United States, the European Union and many other countries worldwide. Such laws deal with agreements and practices that are anti-competitive, such as price fixing and boycotting or allocating suppliers or customers. Such laws can also apply to business arrangements such as teaming agreements, joint ventures, mergers, acquisitions and other cooperative business arrangements. In order to avoid even the appearance of impropriety, employees must comply with all such applicable laws and are prohibited from the following:

- Discussions or other contacts with competitors regarding price setting, stabilization or discrimination.
- Discussions or other contacts with suppliers or customers that unfairly restrict trade or exclude competitors from the marketplace.
- Agreements with competitors regarding territories or markets in which competitive products are sold, and allocating markets or customers.
- Agreements with others to boycott customers or suppliers.

The competition laws of other countries may be more stringent than those of the United States and may regulate, among other things, distribution agreements; patent, copyright and trademark licenses; territorial restrictions on resellers and licensees; and pricing policy generally.

Employees should consult with the General Counsel prior to engaging in any discussions or taking any other actions that may implicate any antitrust or competition laws.

Prohibition on Insider Trading

While fulfilling responsibilities as a director, officer, employee or agent of the Company, individuals may become aware of material, nonpublic information regarding the Company or another company. It is against Company policy and illegal for a director, officer, employee or agent of the Company to purchase or sell securities while in possession of material, nonpublic information relating to the Company or any other company or to disclose any such information to other unauthorized persons. No director, officer, employee or agent of the Company, may purchase or sell any of the Company's securities or any derivatives thereof while in possession of material, nonpublic information relating to the Company or its stock or disclose any such information to any other person, except to the extent that such disclosure is appropriately authorized by the Company. In addition, no director, officer, employee or agent of the Company may purchase or sell securities of any other company or any derivatives thereof while in possession of any material, nonpublic information relating to that company or disclose any such information to any other person, except to the extent that such disclosure is appropriately authorized by the Company.

Any director, employee or agent of the Company who is uncertain about the legal rules involving a purchase or sale of any Company securities or any securities in companies that he or she is familiar with by virtue of his or her work for the Company, should consult with the General Counsel before making any such purchase or sale.

Political Activities

DataPath recognizes the benefits afforded to employees in their personal lives and to their communities when they are involved in civic affairs and the political process. Voluntary personal contributions to candidates, parties of employee choice and civic organizations are encouraged and are consistent with DataPath's commitment to citizenship and community involvement. Employees must recognize, however, that their involvement and participation must be on an individual basis, on their own time, and at their own expense.

Federal law prohibits DataPath from donating any corporate funds, services, or goods, as well as employee's chargeable work time, to or on behalf of any candidate for elective office, political party or political committee. Local and state laws also govern political activities for their particular jurisdictions and similar laws exist in other countries.

DataPath employees should not engage in lobbying activities on behalf of the Company unless they have approval of the General Counsel and have complied with all requirements of law, regulation and internal policy regarding such activities. The term "lobbying activities" includes communications to certain executive and legislative officials regarding the adoption or modification of any federal law or regulation.

Money Laundering Prevention

Money laundering occurs when someone tries to hide the proceeds of a crime or make them appear legitimate. Such crimes could include, among others, terrorism, drug trafficking and illegal tax evasion. The Company is committed to complying with all anti-money laundering and similar laws throughout the world, including but not limited to, the Patriot Act. Employees must help protect the Company's reputation by helping to detect possible money laundering activities. Such activities are often difficult to discover. Employees must watch for signs of money laundering, which could include a customer who is reluctant to provide complete information or who requests to make payments in cash. Employees should notify the Corporate Compliance Manager or the General Counsel if they believe they may have observed a warning sign.

28. LEGAL CONSIDERATIONS FOR INTERNATIONAL ACTIVITIES

DataPath's international business activities are subject to U.S. government laws and regulations, international treaties and conventions, as well as the laws and regulations of the countries in which it seeks to do business. It is Company policy to comply fully with these laws whenever they are applicable, at home or abroad. Therefore, employees should be especially sensitive to the laws and regulations described in this section if they:

- Perform marketing, proposal, and/or contract negotiation and performance activities with respect to foreign contracts or with those representing business interests or the governments of foreign countries.
- Engage consultants, distributors or representatives to do so.
- Are involved in a teaming agreement, joint venture or subcontract relationship relating to international business.

Anti-boycott Laws

United States law provides that companies may not cooperate in any way with unsanctioned boycotts. U.S. anti-boycott laws and regulations impose strict prohibitions and reporting requirements in connection with such boycotts and any requests to cooperate with them. Such laws and regulations also apply to non-U.S. affiliates of the Company and activities outside the United States. All Company employees and agents must comply with such antiboycott laws and regulations, including the reporting requirements thereof.

Trade and Economic Sanctions

The United States from time to time imposes economic sanctions and trade embargoes that impose requirements that restrict and monitor trade, investment and financial transactions by U.S. persons and companies (and certain non-U.S. affiliates thereof) with certain countries, organizations and individuals. Such laws and regulations apply to non-U.S. affiliates of the Company and can include transactions between a Non-U.S. affiliate and another entity outside the U.S. All Company employees and agents must become familiar with and comply with all applicable trade and economic sanctions.

Export Control Laws, International Traffic in Arms Regulation, Export Administration Regulations and Trading With the Enemy Act

U.S. export control laws and regulations, including the International Traffic in Arms Regulation, the Export Administration Regulation and the Trading With the Enemy Act, govern the import and export of defense-related and certain other products and technology from or to foreign countries and the release of controlled technology to foreign persons, whether inside or outside the United States. Such imports, exports and releases may be prohibited without an appropriate license or other authorization. The export or import of technical data, hardware and/or services must comply with all applicable U.S. government regulations and laws to protect U.S. national security and foreign policy.

All Company employees are expected to become familiar with and comply with such laws. DataPath policies will be provided on this topic describing the policies and procedures necessary for employees to comply with U.S. government export control requirements. Failure to comply may result in the loss of export privileges and civil and/or criminal penalties against DataPath or employees. If employees have any questions about export/import compliance, they should contact the Corporate Compliance Manager or General Counsel.

Foreign Corrupt Practices Act

A U.S. law known as the Foreign Corrupt Practices Act (the “FCPA”), as well as similar laws and regulations of other countries, makes it illegal for a U.S. company to directly or indirectly offer or promise to pay, or authorize the payment of, money or anything of value to government officials or employees or intermediaries outside the United States for the purpose of influencing the acts or decisions of such officials to assist the U.S. company in obtaining or retaining business. Employees and agents of the Company are required to comply with the FCPA and similar anti-bribery laws. Be particularly careful when using international consulting services or agents to represent our interests outside the United States. International, as well as domestic, consultants, sales representatives, distributors, agents and contractors must comply with the FCPA and other similar anti-bribery laws.

The FCPA also requires that we maintain accurate and complete financial books, records and accounts, as well as a system of due diligence and internal controls to ensure accuracy and completeness. Because of the complexities in this area, the Company will issue specific policies related to compliance with the FCPA as well as dealings with international consultants, distributors and representatives, to provide guidance and direction with respect to compliance with the FCPA.

Employees must obtain the prior written approval of the General Counsel prior to giving, directly or indirectly, any payment, gift, service or thing of value to any foreign government official or employee.

CERTIFICATION

CODE OF BUSINESS ETHICS AND CONDUCT

DataPath's Code of Business Ethics and Conduct and our DKIT Values characterize the Company's guiding principles for all employees and agents.

Our Code of Business Ethics and Conduct covers key ethical and legal workplace practices, including our relationships with customers, suppliers and competitors; conflicts of interest; the appropriate use of company resources; international issues and other regulations; as well as the concept of personal responsibility and the consequences for not abiding by the Code of Business Ethics and Conduct and our DKIT Values.

- I acknowledge that I have received and read the DataPath Code of Business Ethics and Conduct and the DataPath DKIT Values.
- I understand my obligations to report to the Company any suspected violations of the Code of Business Ethics and Conduct, to cooperate in investigations, and I recognize my responsibility to direct questions and concerns to my local management, any member of senior management, the General Counsel, the Corporate Compliance Manager or the DataPath OpenLine at 1-888-205-1837 or emailing to OpenLine@getintouch.com; international employees may call the OpenLine collect by telling the international operator they would like to place a collect call to 314-628-2917.
- I certify that I will comply with the requirements of DataPath's Code of Business Ethics and Conduct and the DKIT Values.

Name (Please Print) _____

Department Name _____

Business Unit _____

Signature _____

Date _____