

# Code of Ethics



*Celebrating the 26<sup>th</sup> Anniversary of  
our Code of Ethics*

*The **GUARDSMARK CODE OF ETHICS** is our Company's statement of values and embodies our commitment to Truth, Courage and Judgement. Our first Code of Ethics was created in 1980. The **CODE** expresses the unity of **GUARDSMARK'S** business purpose and ethical vision—and empowers us in carrying out our mission, in earning the trust upon which it rests, and in being true to the best in each of us. That trust is built upon actions of each Guardsmark employee. It is not won, but earned through living each day those values and principles which nurture it. Our mission is to be the best security service company in the world, to do the right thing and to always exceed our customers' expectations.*

## **PREAMBLE**

**THE GUARDSMARK NAME HAS ALWAYS BEEN SYNONYMOUS WITH QUALITY AND INTEGRITY. COMMITMENT TO SUSTAINED EXCELLENCE, TO CONTINUAL QUALITY IMPROVEMENT AND TO THE HIGHEST STANDARDS OF CONDUCT ARE PART OF THE GUARDSMARK TRADITION. IT IS GUARDSMARK'S POLICY TO DEAL HONORABLY WITH ITS EMPLOYEES, CUSTOMERS, COMPETITORS, VENDORS, GOVERNMENT AND THE COMMUNITY AT LARGE. GUARDSMARK EXPECTS THE SAME COMMITMENT FROM ITS EMPLOYEES.**

**GUARDSMARK IS A PEOPLE BUSINESS AND OUR EMPLOYEES, FROM THE SECURITY OFFICER TO THE CORPORATE EXECUTIVE, ARE THE COMPANY. AS PEOPLE PERCEIVE OUR CHARACTER, HONESTY, SENSE OF RESPONSIBILITY AND RELIABILITY, SO THEY PERCEIVE GUARDSMARK. WE MUST LEAD BY EXAMPLE, DEMONSTRATING OUR VALUES AND PRINCIPLES BY OUR ACTIONS.**

**WE ARE ALL RESPONSIBLE TO EACH OTHER AND TO OUR CUSTOMERS, FAMILIES, COMMUNITIES, GOVERNMENT AND OURSELVES. GUARDSMARK HAS DEVELOPED THIS CODE OF ETHICS TO GUIDE US IN MEETING THESE RESPONSIBILITIES. ALL OF US HAVE ADOPTED THIS CODE FOR OUR BUSINESS AND PERSONAL CONDUCT.**

## **EMPLOYEE RELATIONS**

**GUARDSMARK ENCOURAGES OPEN, HONEST, RESPECTFUL COMMUNICATION AMONG ALL EMPLOYEES TO CREATE, DEVELOP AND SUSTAIN A WORK ENVIRONMENT CONDUCIVE TO EMPLOYEES' PERSONAL GROWTH, CAREER DEVELOPMENT AND JOB SATISFACTION.**

**IT IS EVERY EMPLOYEE'S RESPONSIBILITY TO:**

- **DO WHAT IS IN THE BEST INTEREST OF THE COMPANY. SEPARATE SHORT-TERM CONVENIENCE OR PROFIT MAXIMIZATION FROM WHAT IS IN THE LONG-TERM BEST INTEREST OF THE COMPANY. QUESTION YOUR OWN ACTIONS TO MAKE SURE THEY ARE TAKEN IN THE BEST INTEREST OF THE COMPANY.**
- **RECRUIT, EMPLOY, PLACE AND PROMOTE ON THE BASIS OF ABILITY AND MERIT. OUR EMPLOYEES WILL NOT DISCRIMINATE BASED UPON RACE, COLOR, GENDER, MARITAL STATUS, AGE, RELIGION, RELIGIOUS BELIEF, NATIONAL ORIGIN, DISABILITY, VETERAN STATUS, SEXUAL ORIENTATION, SEXUAL PREFERENCE OR ANY OTHER FACTOR EXCEPT FOR BONA FIDE OCCUPATIONAL QUALIFICATIONS THAT MAY BEAR ON THE ABILITY TO PERFORM A JOB THAT REQUIRES EMERGENCY RESPONSE AND THE PROTECTION OF PEOPLE AND PROPERTY. WE WILL MAKE REASONABLE ACCOMMODATION FOR PEOPLE WITH DISABILITIES IF DOING SO WILL ENABLE THEM TO PERFORM THE ESSENTIAL FUNCTIONS OF THE JOB.**
- **PROMOTE DIVERSITY, INCLUSIVENESS AND UNDERSTANDING IN THE WORKPLACE BY VALUING THE INDIVIDUALITY AND CREATIVITY THAT EVERY EMPLOYEE BRINGS TO THE COMPANY.**
- **ADHERE TO THE COMPANY'S POLICY ON THE EMPLOYMENT OF RELATIVES.**
- **COMMUNICATE AT ALL TIMES IN A PROFESSIONAL MANNER. INAPPROPRIATE, PROFANE, CRUDE OR ABUSIVE LANGUAGE IS STRICTLY PROHIBITED.**
- **ENCOURAGE EMPLOYEE DEVELOPMENT THROUGH JOB ENRICHMENT AND THE OPPORTUNITY FOR ADVANCEMENT. ACTIVELY SEEK OPPORTUNITIES TO ACKNOWLEDGE PERFORMANCE AND RECOGNIZE EMPLOYEES WHO EXCEED EXPECTATIONS. INSPIRE OTHERS TO ACHIEVE THEIR FULL POTENTIAL.**
- **REVIEW NOT JUST THE RESULTS OF SUBORDINATES' WORK, BUT HOW THOSE RESULTS WERE OBTAINED.**

- **ADVISE EMPLOYEES OF THEIR RESPONSIBILITIES. EVALUATE EMPLOYEES ON A FAIR AND CONSISTENT BASIS, AND INFORM THEM OF THEIR PROGRESS IN MEETING EXPECTATIONS.**
- **ESTABLISH AN ENVIRONMENT OF TRUST, INTEGRITY AND CREDIBILITY; PARTICIPATION, EMPOWERMENT AND COMMUNICATION ADVANCE THIS PURPOSE.**
- **SHOW RESPECT AND EMPATHY FOR ALL EMPLOYEES. TAKE TIME TO LISTEN AND RESPOND AS APPROPRIATE TO THEIR CONCERNS. BE CONSIDERATE WHILE BEING MINDFUL OF YOUR SUPERVISORY RESPONSIBILITIES.**
- **ACTIVELY SEEK SUGGESTIONS FROM ALL GUARDSMARK TEAM MEMBERS, ACKNOWLEDGE THEIR VALUE, AND STRIVE TO IMPLEMENT ALL PRACTICAL IDEAS.**
- **MAINTAIN A SAFE AND SECURE WORK ENVIRONMENT.**
- **MAINTAIN A DRUG-FREE AND ALCOHOL-FREE WORKPLACE.**
- **PROMOTE SECURITY AWARENESS, AND MENTOR THOSE WHO ARE NOT SECURITY CONSCIOUS.**

## **COMMITMENT TO EXCELLENCE**

**THE ETHICAL IDEAL OF “DOING THE RIGHT THING” IS REALIZED IN GUARDSMARK’S COMMITMENT TO EXCELLENCE. OUR COMMITMENT TO EXCELLENCE IS AS VITAL IN RELATIONSHIPS AMONG OURSELVES AS IT IS IN RELATIONSHIPS WITH OUR CUSTOMERS.**

**EACH GUARDSMARK EMPLOYEE HAS A RESPONSIBILITY TO:**

- **MAINTAIN UNDIVIDED LOYALTY TO THE COMPANY. ALWAYS ACT IN THE BEST INTEREST OF THE COMPANY AND AVOID EVEN THE APPEARANCE OF ANY CONFLICT OF INTEREST.**
- **BE ACCOUNTABLE FOR HIS OR HER ACTIONS AND REFRAIN FROM ANY ACTS THAT MAY DISCREDIT ONESELF, GUARDSMARK OR OUR CUSTOMERS.**
- **REALIZE THAT THE EASIEST ACTION IS NOT ALWAYS IN THE BEST INTEREST OF THE COMPANY, THE CUSTOMER OR ONESELF. NEVER COMPROMISE INTEGRITY FOR WHAT MAY SEEM LIKE A QUICK SOLUTION TO A PROBLEM. EXAMINE ALTERNATIVES WITH THESE PRINCIPLES IN MIND.**
- **MAINTAIN COMPLETE OBJECTIVITY IN ALL DECISIONS AFFECTING THE COMPANY AND OUR CUSTOMERS.**
- **USE COMPANY ASSETS, PROPERTY AND INFORMATION PRUDENTLY AND ONLY FOR COMPANY BUSINESS.**
- **REALIZE THAT THE GOALS OF THE EMPLOYEE, THE COMPANY AND THE CUSTOMER SHOULD BE THE SAME. WITHOUT COMPROMISING OUR STANDARDS, CONSERVE COMPANY AND CUSTOMER RESOURCES, STRIVE FOR CONTINUOUS IMPROVEMENT, AND SEEK TO REDUCE WASTE AND MAXIMIZE EFFICIENCY.**
- **REPRESENT THE COMPANY AND ONESELF WITH DIGNITY, PRIDE, HONOR, INTEGRITY AND RESPECT.**
- **NEVER UNDERESTIMATE THE IMPORTANCE OF A GUARDSMARK EMPLOYEE’S ROLE IN THE CUSTOMER’S SUCCESS.**
- **WORK TOGETHER WITH FELLOW EMPLOYEES TO ACHIEVE OUR COMMON GOAL: QUALITY SERVICE WITH THE HIGHEST STANDARDS OF PERFORMANCE.**
- **LEARN FROM OTHERS AND SHARE WHAT YOU LEARN WITH OTHERS. RECOGNIZE THAT EVERYONE HAS A CONTRIBUTION TO MAKE. MENTOR ANYONE YOU CAN.**
- **UNDERSTAND THAT OUR INDIVIDUAL ACTIONS HAVE CONSEQUENCES FOR OURSELVES AND OTHERS. EXERCISE COMMON SENSE, AND WORK AS A TEAM.**
- **NEVER RATIONALIZE SHORTCOMINGS OR UNDERACHIEVEMENT. SEEK TO OVERCOME CHALLENGES AND ATTAIN SUCCESS THROUGH EXEMPLARY SERVICE.**
- **BE CONSCIENTIOUS, COURTEOUS AND RESPONSIBLE IN BOTH CUSTOMER AND COMPANY RELATIONSHIPS.**
- **BE SINCERE AND HONEST IN ALL MATTERS.**
- **HAVE THE COURAGE TO FACE SITUATIONS DIRECTLY AND TO OFFER A DIFFERENT OPINION WHEN NECESSARY.**

- **RESPECT AND MAINTAIN THE CONFIDENTIALITY OF ALL PROPRIETARY AND PERSONAL INFORMATION OF GUARDSMARK AND OUR CUSTOMERS.**
- **GIVE ACCURATE AND COMPLETE REPORTS, WHETHER ORAL OR WRITTEN, TO CUSTOMERS AND COMPANY PERSONNEL.**
- **KEEP ACCURATE AND COMPLETE EXPENSE AND OTHER BUSINESS RECORDS. MAKE CERTAIN THAT COMPANY EXPENDITURES ARE FOR PROPER BUSINESS PURPOSES ONLY, AND ABIDE BY ALL CORPORATE POLICIES AND PROCEDURES RELATIVE TO BUSINESS AND FINANCIAL RECORD-KEEPING.**
- **RESPECT THE RIGHTS OF ALL. SEXUAL HARASSMENT AND OTHER INAPPROPRIATE OR OFFENSIVE REMARKS OR CONDUCT ARE UNACCEPTABLE, AS EXPLAINED IN DETAIL IN THE COMPANY'S SEXUAL HARASSMENT, DIVERSITY AND NO-SLUR POLICIES. REFRAIN FROM ALL PREJUDICIAL COMMENTS OR ACTIONS.**
- **COMPLY WITH AND ENCOURAGE OTHERS TO ABIDE BY THE COMPANY'S SEXUAL HARASSMENT, DIVERSITY AND NO-SLUR POLICIES.**
- **ABIDE BY AND COOPERATE FULLY WITH IMPLEMENTATION OF THE COMPANY'S EQUAL OPPORTUNITY POLICY STATEMENT AND THE COMPANY'S DIVERSITY POLICY AND PLEDGE.**
- **UNDERSTAND AND ABIDE BY THE COMPANY'S CONTAGIOUS DISEASES AND LIFE-THREATENING ILLNESSES POLICY.**
- **REMEMBER AND ACT IN ACCORDANCE WITH GUARDSMARK'S PROUD HISTORY OF STRONG SUPPORT FOR DIVERSITY.**
- **CONTINUOUSLY SEEK TO GROW AND IMPROVE FOR ONE'S OWN BENEFIT AND FOR THE BENEFIT OF FAMILY, CO-WORKERS, COMPANY, CUSTOMER AND COMMUNITY.**

**OUR CUSTOMERS ARE ENTITLED TO THE HIGHEST LEVEL OF SERVICE AND PROFESSIONALISM. A CULTURE OF EXCELLENCE AMONG OUR EMPLOYEES PROMOTES OUTSTANDING CUSTOMER SERVICE. CUSTOMERS TRUST GUARDSMARK'S REPUTATION FOR EXCELLENCE; IT IS OUR RESPONSIBILITY NOT TO VIOLATE THIS TRUST.**

- **DO NOT UNDERPRICE OUR SERVICES JUST TO OBTAIN NEW BUSINESS, AND DO NOT OVERCHARGE THE CUSTOMER. PRICE OUR SERVICES CONSISTENTLY AND FAIRLY.**
- **SUBMIT REALISTIC PROPOSALS ON PERFORMANCE, VALUE AND SCHEDULE TO MEET THE REQUIREMENTS OF CUSTOMERS AND POTENTIAL CUSTOMERS. IN KEEPING WITH GUARDSMARK POLICY, FULLY DISCLOSE THE INCLUSIVE NATURE OF OUR PRICING TO CUSTOMERS AND PROSPECTIVE CUSTOMERS.**
- **DELIVER ALL THAT YOU PROMISE.**
- **BE FORTHRIGHT, FACTUAL, TIMELY AND ACCURATE IN ALL TRANSACTIONS.**
- **FACE DIFFICULTIES AS THEY ARISE AND RESOLVE THEM BEFORE THE CUSTOMER BRINGS THEM TO YOUR ATTENTION. REGARDLESS OF WHETHER THE CUSTOMER ASKS YOU TO DO SO, YOU MUST REVIEW YOUR SERVICE TO THE CUSTOMER ON A REGULAR BASIS TO ENSURE THAT IT MEETS GUARDSMARK STANDARDS AND THE COMMITMENTS TO THE CUSTOMER.**
- **REPORT CUSTOMER COMPLAINTS TO APPROPRIATE PERSONS AND RESPOND PROMPTLY TO CORRECT OR RESOLVE COMPLAINTS.**
- **SERVICE YOUR ACCOUNTS RESPONSIBLY, HONESTLY AND IN THE MOST PROFESSIONAL MANNER. THE CUSTOMER IS ENTITLED TO OUR BEST EFFORT AT ALL TIMES.**
- **RESPECT CUSTOMER CONFIDENCES AND PROTECT CUSTOMER ASSETS, INCLUDING ALL CONFIDENTIAL INFORMATION AND INTELLECTUAL PROPERTY.**
- **RESPECT THE CUSTOMER, ITS EMPLOYEES, PRODUCTS AND SERVICES.**
- **BE MINDFUL OF YOUR SURROUNDINGS. IF YOU SEE OR HEAR SOMETHING UNUSUAL, INVESTIGATE AND DOCUMENT YOUR FINDINGS. YOUR DILIGENCE MAY SAVE LIVES AND PROPERTY.**

- **OBTAIN WRITTEN PERMISSION FROM THE CUSTOMER BEFORE USING THE BUSINESS RELATIONSHIP TO OUR ADVANTAGE IN ANY WAY, SUCH AS REVEALING OUR CUSTOMERS' NAMES OR IDENTIFYING THE FACILITIES THAT WE SERVICE.**
- **NEVER ACCEPT ANY GIFTS OR GRATUITIES FOR YOUR WORK.**
- **NEVER OFFER OR GIVE GIFTS OR GRATUITIES TO GAIN OR TO RETAIN AN ACCOUNT. THIS PROHIBITION DOES NOT INCLUDE GIVING CALENDARS, DIARIES OR OTHER PROMOTIONAL ARTICLES OF NOMINAL VALUE.**
- **BE COURAGEOUS AND SUGGEST WAYS THROUGH YOUR CHAIN OF COMMAND THAT A CUSTOMER CAN INNOVATE AND IMPROVE HIS OR HER PRODUCT OR SERVICE.**
- **BE PROACTIVE AND OFFER IDEAS THROUGH YOUR CHAIN OF COMMAND BY WHICH GUARDSMARK CAN CONTINUALLY ADD VALUE TO OUR SERVICE.**

## **EMPLOYEE SAFETY AND WELLNESS**

**GUARDSMARK ACTIVELY ENCOURAGES EVERY EMPLOYEE TO ENJOY GOOD HEALTH AND IS COMMITTED TO PROVIDING A SAFE, HEALTHY, SMOKE-FREE AND DRUG-FREE WORK ENVIRONMENT. OUR HEALTH IS OUR MOST PRECIOUS RESOURCE. EACH EMPLOYEE, IN TURN, SHOULD:**

- **BE SAFETY CONSCIOUS AND APPROACH OUR WORK WITH THIS PRINCIPLE IN MIND.**
- **PERFORM THE MISSION IN THE SAFEST MANNER, AND NEVER PERFORM UNSAFE WORK.**
- **OBSERVE ALL SAFETY RULES AND REGULATIONS, REPORT AND DOCUMENT ANY UNSAFE CONDITIONS, AND ENCOURAGE A SAFER WORKPLACE.**
- **REMAIN DRUG FREE AND ENCOURAGE OTHERS TO DO SO.**
- **ABIDE BY THE COMPANY'S DRUG AND ALCOHOL POLICY.**
- **MAKE PHYSICAL FITNESS AND MENTAL WELL-BEING A WAY OF LIFE.**
- **BE AN ACTIVE PARTICIPANT IN GUARDSMARK'S WELLNESS PROGRAM, EXERCISE REGULARLY, PRACTICE SOUND NUTRITION AND STRESS MANAGEMENT, AND ENCOURAGE OTHERS TO MAINTAIN A HEALTHY LIFESTYLE.**
- **SET ACHIEVABLE GOALS FOR PERSONAL WELLNESS, COMMIT TO ATTAIN THEM, AND CONTINUE TO SET NEW GOALS FOR GREATER SUCCESS.**
- **RECOGNIZE THAT ALERTNESS AND GOOD JUDGEMENT DEPEND ON MAINTAINING GOOD HEALTH AND GETTING SUFFICIENT REST.**
- **SEEK TO MAINTAIN A BALANCE BETWEEN PROFESSIONAL AND PERSONAL LIFE AND TO HAVE FULFILLING ACHIEVEMENTS AND RELATIONSHIPS.**

## **VENDOR RELATIONS**

**GUARDSMARK IS COMMITTED TO TREAT ALL VENDORS FAIRLY AND WITHOUT PREJUDICE. WE RECOGNIZE THE RIGHT OF OUR VENDORS TO RECEIVE FAIR MARKET VALUE FOR THEIR GOODS AND SERVICES. ALL PERSONNEL WITH PURCHASING RESPONSIBILITIES MUST:**

- **AFFORD ANY LEGITIMATE VENDOR THE OPPORTUNITY TO OFFER OR QUALIFY ITS PRODUCTS OR SERVICES FOR SALE TO THE COMPANY ON A COMPETITIVE BASIS.**
- **CONDUCT ALL COMPETITIVE BIDDING IN A FAIR AND PROFESSIONAL MANNER, GIVING NO SPECIAL PREFERENCES OR ADVANTAGES TO ANY VENDOR.**
- **NEITHER SOLICIT NOR ACCEPT GIFTS OR GRATUITIES FROM VENDORS OR POTENTIAL VENDORS FOR YOURSELF OR ANYONE ELSE. THIS PROHIBITION DOES NOT INCLUDE ACCEPTING CALENDARS, DIARIES OR OTHER PROMOTIONAL ARTICLES OF NOMINAL VALUE.**
- **CONTINUOUSLY SEEK INNOVATIVE IDEAS FROM VENDORS AS TO HOW THEIR PRODUCTS OR SERVICES MAY BETTER SERVE US.**
- **REQUIRE VENDORS TO PROVIDE THE SAME LEVEL OF EXCELLENCE IN THEIR PRODUCTS OR SERVICES AS WE OURSELVES PROVIDE.**

## **COMMUNITY AND GOVERNMENT RELATIONS**

**WE MUST ALL PARTICIPATE IN THE AFFAIRS OF OUR COMMUNITIES AND OUR GOVERNMENT TO ENSURE THEIR CONTINUED VIABILITY. CORPORATIONS AS WELL AS INDIVIDUALS MUST PLAY A ROLE. IN FULFILLING OUR RESPONSIBILITIES AS GOOD CITIZENS, WE SHOULD:**

- **COMPLY WITH THE LAWS AND GOVERNMENT REGULATIONS AFFECTING OUR INDUSTRY AND OUR PERSONAL OBLIGATIONS. REALIZE THAT THE COMPANY WILL NOT TOLERATE OR CONDONE UNETHICAL OR UNLAWFUL ACTS. NO EXCUSE WILL BE ACCEPTED FOR ACTS THAT JEOPARDIZE THE GOODWILL AND REPUTATION OF THE COMPANY.**
- **BECOME INVOLVED IN CIVIC PROJECTS THAT CONTRIBUTE TO THE IMPROVEMENT OF OUR SOCIETY.**
- **PAY ALL TAX OBLIGATIONS COMPLETELY AND IN A TIMELY MANNER.**
- **ACT TO IMPROVE THE WELFARE OF OUR COMMUNITY.**
- **SUPPORT COMMUNITY PROGRAMS THAT BUILD CHARACTER AND INTEGRITY IN YOUNG PEOPLE.**
- **HELP THOSE LESS FORTUNATE THAN OURSELVES.**
- **ACTIVELY REDUCE OUR CONSUMPTION OF EARTH'S RESOURCES AND BE RESPONSIBLE STEWARDS OF THE ENVIRONMENT.**
- **MAINTAIN OUR OFFICES AND HOMES AS AESTHETIC ASSETS TO OURSELVES, OUR COMMUNITIES AND THE COMPANY.**
- **TAKE PART IN THE POLITICAL PROCESS BY EXERCISING THE RIGHT TO VOTE.**
- **STAY INFORMED OF CURRENT EVENTS AND LOCAL, STATE, NATIONAL AND INTERNATIONAL ISSUES, INCLUDING HOMELAND SECURITY EFFORTS AND RISKS TO PUBLIC HEALTH.**

## **INDUSTRY COMMITMENT**

**WE BELIEVE THAT AS THE LEADING SECURITY SERVICE COMPANY WE HAVE A RESPONSIBILITY TO THE INDUSTRY AS A WHOLE. WE WANT TO BE AS PROUD OF THE INDUSTRY AS WE ARE OF OURSELVES. ETHICAL CONDUCT IS ESSENTIAL IN AN INDUSTRY ENTRUSTED WITH SAFEGUARDING PEOPLE AND THEIR PROPERTY. ACCORDINGLY, EACH OF US MUST:**

- **DEDICATE OURSELVES TO THE SAME STANDARDS OF EXCELLENCE THAT MAKE GUARDSMARK A PREMIER COMPANY IN ALL INDUSTRY.**
- **MAINTAIN A COMMITMENT TO THE IMPROVEMENT OF INDUSTRY STANDARDS, LEVELS OF PERFORMANCE AND PUBLIC IMAGE.**
- **NEVER RELY ON COMPETITORS' ACTIONS TO JUSTIFY OUR OWN ACTIONS.**
- **MAINTAIN COMPETITIVE FAIRNESS BY NEITHER RECRUITING THE EMPLOYEES OF COMPETITORS NOR USING UNETHICAL TACTICS TO OBTAIN A COMPETITOR'S BUSINESS.**
- **NEVER ENGAGE IN ANTI-COMPETITIVE PRACTICES, SUCH AS HAVING UNDERSTANDINGS, AGREEMENTS OR DISCUSSIONS WITH COMPETITORS CONCERNING PRICES, PRICING POLICIES, COSTS, BIDS OR OTHER POSSIBLE TERMS OF A POTENTIAL TRANSACTION.**
- **NEVER OBTAIN INFORMATION REGARDING A COMPETITOR USING DECEPTIVE OR SURREPTITIOUS MEANS.**
- **NEVER SEEK OR UTILIZE CONFIDENTIAL OR PROPRIETARY INFORMATION OF A COMPETITOR.**
- **NEVER CRITICIZE A COMPETITOR. BEING BETTER THAN ORDINARY COMPANIES IS NOTHING EXCEPTIONAL; BEING BETTER THAN THE BEST COMPANIES IS THE GUARDSMARK STANDARD OF EXCELLENCE.**
- **RESPECT OUR PROFESSION BY CONDUCTING OURSELVES IN A MANNER THAT EARNS THE RESPECT OF OTHERS.**
- **BE PROFESSIONAL IN APPEARANCE AND IN PERFORMANCE OF OUR DUTIES.**
- **STRIVE TO CONTINUE TO BE THE MOST KNOWLEDGEABLE SECURITY PROFESSIONALS IN THE INDUSTRY. ENCOURAGE CONTINUING EDUCATION AND PARTICIPATION IN PROFESSIONAL SECURITY AND OTHER ORGANIZATIONS.**

- **ACTIVELY PURSUE INNOVATIONS, CHANGES AND TECHNOLOGICAL IMPROVEMENTS THAT ENHANCE OUR ABILITY TO SERVICE OUR CUSTOMERS AND IMPROVE THE STATUS OF OUR PROFESSION.**

## **INFORMATION TECHNOLOGY**

**THE WORLD OF INFORMATION TECHNOLOGY PRESENTS UNIQUE OPPORTUNITIES AND CHALLENGES FOR OUR FUTURE. IN EMBRACING INFORMATION TECHNOLOGY, WE MUST BE CERTAIN TO DO SO IN WAYS CONSISTENT WITH OUR VALUES. ACCORDINGLY, ALL GUARDSMARK EMPLOYEES UNDERSTAND THAT WITH REGARD TO COMPUTERS, ELECTRONIC DATA AND ELECTRONIC COMMUNICATIONS, THE FOLLOWING PROFESSIONAL STANDARDS WILL BE MAINTAINED:**

- **INFORMATION TECHNOLOGY IS TO BE USED ONLY IN WAYS THAT ENSURE CONSIDERATION AND RESPECT FOR OTHERS.**
- **WE DEPLORE AND PROHIBIT ANY ACTIONS THAT MAY PROMOTE HATE, ENCOURAGE VIOLENCE OR ENGENDER PREJUDICE THROUGH THE USE OF INFORMATION TECHNOLOGY OR OTHER MEANS.**
- **COMPUTERS WILL NOT BE USED TO SEARCH OTHER PEOPLE'S COMPUTER FILES, TO CAUSE HARM TO OTHERS, OR TO CREATE OR DISSEMINATE FALSE INFORMATION ABOUT OTHERS.**
- **WE ARE NEVER TO USE COMPANY OR CUSTOMER EQUIPMENT, COMPUTER SOFTWARE, ELECTRONIC MAIL OR THE INTERNET FOR UNAUTHORIZED PERSONAL USE OR TO VIEW, DOWNLOAD, COPY OR DISSEMINATE UNAUTHORIZED INFORMATION. COMPANY AND CUSTOMER INFORMATION MAY NOT BE USED FOR ANY UNAUTHORIZED PURPOSE.**
- **WE SHALL RESPECT THE RIGHTS OF OWNERS OF PROPRIETARY SOFTWARE AND WILL NOT COPY, ACCEPT OR UTILIZE SOFTWARE FOR WHICH WE DO NOT HAVE PROPER AUTHORITY.**
- **IN OUR USE OF ELECTRONIC COMMUNICATIONS, INCLUDING THE INTERNET, WE WILL AT ALL TIMES ACT RESPONSIBLY TOWARD THE COMPANY AND OUR CUSTOMERS AND WILL MAINTAIN THE CONFIDENTIALITY OF COMPANY AND CUSTOMER PROPRIETARY INFORMATION.**
- **OUR EMPLOYEES ARE EXPECTED TO COMPLY WITH ALL REGULATIONS AND POLICIES RELATED TO THE USE OF COMPUTER SOFTWARE AND HARDWARE. COMPUTER SOFTWARE AND HARDWARE ARE TO BE INSTALLED ONLY IN ACCORDANCE WITH APPLICABLE LICENSING LAWS, AGREEMENTS AND AUTHORIZATIONS. PERSONAL SOFTWARE AND HARDWARE MAY NOT BE USED ON COMPANY OR CUSTOMER EQUIPMENT.**
- **WE SHALL RESPECT OUR CUSTOMERS, VENDORS AND FELLOW EMPLOYEES BY LIMITING ACCESS TO, PROVIDING PROPER SECURITY FOR, AND ENSURING PROPER DISPOSAL OF DATA IN ACCORDANCE WITH OUR AGREEMENTS, COMPANY POLICY AND THIS CODE OF ETHICS.**

## **ADVICE AND DISCLOSURE**

**THE STRENGTH OF OUR CODE OF ETHICS IS IN ITS SUCCESSFUL APPLICATION, ON A DAILY BASIS, BY ALL GUARDSMARK TEAM MEMBERS. THEREFORE, REMAIN VIGILANT ABOUT ETHICAL CONDUCT AND:**

- **DIRECT ANY REQUESTS FOR CLARIFICATION OF THE PRINCIPLES OR APPLICATION OF THIS CODE TO THE COMPANY'S ETHICS COMMITTEE.  
(COMMITTEE MEMBERS ARE IDENTIFIED ON PAGE SEVEN OF THIS CODE OF ETHICS.)**
- **REPORT ANY REQUESTS WHICH CONFLICT WITH THIS CODE OF ETHICS TO YOUR MANAGER IN CHARGE AND/OR TO A MEMBER OF THE ETHICS COMMITTEE AND REFRAIN FROM INVOLVING THE CUSTOMER.**
- **ADVISE FELLOW EMPLOYEES WHEN IT APPEARS THEIR ACTIONS MAY BE IN VIOLATION OF THIS CODE, AND IF APPROPRIATE, REPORT THE SITUATION TO MANAGEMENT OR TO THE ETHICS COMMITTEE. TO THE EXTENT IT IS LEGALLY AND PRACTICALLY POSSIBLE, THE COMPANY WILL KEEP CONFIDENTIAL THE IDENTITY OF ANYONE REPORTING A POSSIBLE VIOLATION. RETALIATION AGAINST ANYONE MAKING A BONA FIDE COMPLAINT IS PROHIBITED.**

# PERSONAL COMMITMENT

EFFECTIVE TERRIFIC THURSDAY, AUGUST 31, 2006, WE, INDIVIDUALLY AND COLLECTIVELY, AGREE TO ADHERE TO ALL STANDARDS STATED ABOVE DURING THE COURSE OF OUR AT-WILL EMPLOYMENT. FURTHERMORE BY OUR SIGNING, WE ENCOURAGE EVERYONE TO JOIN OUR PLEDGE TO ADOPT PERSONAL STANDARDS OF INTEGRITY, RESPONSIBILITY, HONESTY, SELF-CONTROL, SELF-RESPECT AND SELF-CONFIDENCE, AND OUR PLEDGE TO STRENGTHEN OUR WEAKNESSES AND BUILD ON OUR STRENGTHS. WE FURTHER ACCEPT THE RESPONSIBILITY OF INCORPORATING THE VALUES OF THIS CODE INTO OUR THOUGHTS AND ACTIONS EACH AND EVERY DAY. WE WILL HONOR THE SPIRIT AS WELL AS THE LETTER OF THIS CODE. WE WILL LEAD BY EXAMPLE.

BY SIGNING BELOW, I PLEDGE AND AFFIRM MY PERSONAL COMMITMENT TO THIS CODE OF ETHICS.

*Lipman*

<p><i>William L. Keady</i>  <b>Bob Jensen</b>  <small>WILLIAM P. KINANE</small>  <i>Paul Miller</i>  <i>John D. Moore</i>  <i>Clay Bullifield</i>  <i>D. A. Butler</i>  <i>Angie Cox</i>  <i>Sam Pauls</i>  <i>Ronora Harts</i>  <i>Joseph S. Pross</i>  <i>Thomas M. Kuyser</i>  <b>Matt Smith</b>  <i>Jim Swift</i>  <i>Don J. Funn</i>  <i>Arbun Duke</i>  <i>Stephen J. Kasper</i>  <i>Daniel T. Altsh</i>  <i>Oron E. Mercer</i>  <i>J. Eneasz</i>  <b>Moh W. Febal</b>  <i>John</i>  <i>Ray M. McDill</i>  <b>Stan Duke</b>  <i>Marilyn Patterson</i>  <i>Clarell C. Davis, Jr.</i>  <i>Laura Whitfield</i>  <i>Patience Brook</i>  <i>Kevin W. Phillips</i>  <i>Lucius Moore</i>  <i>Bill Lyman</i>  <i>JK An</i>  <i>John St</i></p>	<p><i>Andrzej K.</i>  <i>Don Tetter</i>  <small>James J. Staselli</small>  <i>Cathy C. Yarbrough</i>  <i>Barbara J. Goff</i>  <i>Allona Chavez</i>  <i>Glenn Proctor</i>  <i>Tommy K. Jankovich</i>  <i>Bob</i>  <i>Adel Hastings</i>  <i>C. Sean Shroyff</i>  <i>Franklin D. Sullivan, Jr.</i>  <i>Timothy D. Cook</i>  <i>Edward Rice</i>  <i>Erica Hawley</i>  <i>Suzannah Stout</i>  <i>Ronny</i>  <i>Bill White</i>  <i>Joel Wiener</i>  <i>Karin Hunter</i>  <i>Rebecca Powell</i>  <i>Rebecca Rickard</i>  <i>Michael W. Hylch</i>  <i>Andrea Swartz</i>  <i>Neil Z. Ben</i>  <i>Rene Simpson</i>  <i>Nancy K. Williams</i>  <i>Lutz Sayler</i>  <i>Charla White</i>  <i>Lyndean Kiehlund</i>  <i>Daniel L. Brown</i>  <i>JD</i></p>	<p><i>Jeffrey B. Westcott</i>  <i>Thomas S. Simpson</i>  <i>Donna J. Whitton</i>  <i>Michael J. Mart</i>  <i>William</i>  <i>Linda Hooper</i>  <i>M. L. Solomon</i>  <i>Scott C. Kasoff</i>  <i>Ray</i>  <b>Ranallouf</b>  <i>Roy B. Schum</i>  <i>Hester Danden</i>  <i>Tom</i>  <b>Jim Maciel</b>  <i>Stacy Bonham - Baker</i>  <i>Ronny</i>  <i>Anne D. Smith</i>  <i>Georgina H. Luce</i>  <i>Robert Nathan</i>  <i>Janis Mitchell</i>  <i>Sally Meibel</i>  <i>Jane Morgan</i>  <i>Bob Milhouse</i>  <i>Joseph Syles</i>  <i>Steven Schroder</i>  <i>Margaret Mangle</i>  <i>Michelle White</i>  <i>Jerry Andon</i>  <i>Michael P. Keel</i>  <i>Melissa Brown</i>  <i>Mark Harris</i>  <i>Sharon Morgan</i>  <i>T. J.</i></p>	<p><i>John Cool</i>  <i>Olmy Robinson</i>  <i>Mark R. H.</i>  <i>Genome Hudson</i>  <i>O. Franklin Lowie</i>  <i>Vivian Sullivan</i>  <i>Darica M. Mauer</i>  <i>Charles Mathews</i>  <i>Jell</i>  <i>J. S.</i>  <i>Allen Long</i>  <i>Benjamin H. Arden</i>  <i>Kater Monroe</i>  <i>Jerry A. Hamet</i>  <i>Sharon Keen</i>  <i>R. James Kelly</i>  <b>Carl Vowell</b>  <i>Melina</i>  <i>Karara J. Jahn</i>  <i>Chas Paul</i>  <i>Amelia Blak</i>  <i>Ray J. Franklin</i>  <i>Michelle Lewis</i>  <i>Richard L. Pizzano</i>  <i>John Mitchell</i>  <i>John Anderson</i>  <i>Gene James</i>  <i>Janet Gehring</i>  <i>Frank Lamanna</i>  <i>John</i>  <i>Suzanne Davis</i></p>	<p><i>Robert W. Cleman</i>  <i>M Benjamin Lipman</i>  <i>Raymond Wall</i>  <i>Nick O. Moore</i>  <i>John S. Coggins</i>  <i>Gareth C. Denton</i>  <i>Nancy Kettle</i>  <i>David E. Alla</i>  <i>David Dupri</i>  <i>Sonya D.</i>  <i>Samantha Malone</i>  <i>Jason Mayse</i>  <i>Nate Hillman</i>  <i>Carol McFarley</i>  <i>Jamara Williamson</i>  <i>Opelia H. Selby</i>  <i>Cynthia M. Selby</i>  <i>Vlad Duduic</i>  <i>Brenda Grant</i>  <i>Loraine Livingston</i>  <i>Debra Nasson</i>  <i>Kristi Hart</i>  <i>Ron Wynn</i>  <i>Alan Wray</i>  <i>Frank Stappert</i>  <i>Michelle Wood</i>  <i>John</i></p>
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Our Code of Ethics is renewed annually by and for the employees of Guardsmark, LLC. It is effective on Thursday, August 31, 2006, and will be renewed on Thursday, August 30, 2007. If you need clarification of the principles of this code or are in doubt about their application to a specific situation, please seek guidance from our Ethics Committee, which includes Stephen I. Kasoff, Ethics Officer, M Benjamin Lipman, O. Franklin Lowie and Donna D. Smith. They can be reached at 1-800-238-5878 or 1-901-522-6000, or addressed at Guardsmark, LLC, P.O. Box 45, Memphis, Tennessee 38101-0045, or E-mailed to Ethics@Guardsmark.com.