6.11 - CONFLICTS OF INTEREST

It is the policy of the Company to prohibit its employees from engaging in any activity, practice, or conduct which conflicts or appears to conflict with the interests of the Company, its customers, or its suppliers. Since it is impossible to describe all of the situations that may cause or give the appearance of a conflict of interest, the prohibitions included in this policy are not intended to be exhaustive and only include some of the more precise examples.

Employees are expected to represent the Company in a positive and ethical manner. Thus, employees have an obligation to avoid actual or apparent conflicts of interest and to refer questions and concerns about potential conflicts to their supervisor.

Employees may not accept any employment relationship with any organization that does business with or competes with the Company. For additional information regarding outside employment see Section 2.11 – Outside Employment. This prohibition on employment includes serving as an advisor or consultant to any such organization, unless the activity is conducted as a representative of the Company.

Employees must disclose to the Company’s General Counsel any actual or potential conflict of interest, including any financial interest they and/or their Immediate Family have in any organization that does business with the Company or that competes with the Company. If this type of conflict exists as of the effective date of this policy or should develop, it shall be the responsibility and mandatory obligation of the employee to promptly disclose the conflict. Failure to do so will result in disciplinary action, up to and including termination of employment. Such transactions will be prohibited except with the prior written approval of senior management upon complete disclosure of the facts and pursuant to Company procedures. The Company may require divestiture of the interest as a condition of continued employment if it considers the financial interest to be in conflict with its best interests.

Questions regarding what does or does not constitute a conflict of interest should be addressed with your manager or the Company’s General Counsel.