

CAPITAL CONTRACTORS, INC. CODE OF CONDUCT AND ETHICS

In order to emphasize and reinforce our commitment to ethics, integrity and compliance with the laws and regulations that govern our business, Capital Contractors, Inc. and its family of companies ("Capital" or "the Company") will be governed by this Code of Conduct and Ethics (the "Code"). This Code describes the standards of business conduct required of all Company employees and contractors. This Code will enable us to focus on key areas of legal and ethical risk, provide guidance with respect to appropriate behavior, and remind everyone of their responsibility to help foster a culture of honesty and accountability throughout Capital.

Even though this Code has been designed to be simple and straightforward, the topics it covers are sometimes quite complex. You should discuss any questions you may have about the Code or the issues it addresses with the Company's Chief Compliance and Ethics Officer ("Compliance Officer"), who will provide help and guidance. We strive to maintain an "open door" policy regarding any issue addressed in the Code.

Every one of us is personally responsible to ensure that our actions are consistent with the letter and the spirit of this Code, as well as with the laws and regulations under which the Company operates. Everyone is responsible for instilling and promoting a culture in which compliance with Capital's policies and all applicable laws is at the core of our business activities.

We are all expected to:

- Know and follow the Code.
- Know and comply with the requirements and expectations that apply to our jobs.
- Take responsibility for our own conduct.
- Report suspected violations of the Code and other concerns to the Compliance Officer or otherwise as set forth in the Code.
- Cooperate with any investigation of an alleged violation of the Code.

INTEGRITY AND ETHICS IN OUR BUSINESS: KEY PRINCIPLES

Compliance with Laws, Rules and Regulations

Capital actively promotes compliance with all laws, rules and regulations. Regardless of what job you do, there are legal, regulatory and ethical standards that must be considered and upheld. You must strive to be aware of and understand the laws—as well as the business requirements and practices—that affect your day-to-day duties, your department's operations and your area of responsibility. Disregard of the law or of applicable regulations will not be tolerated, and violations of the law may subject you to civil and criminal penalties. Failure to comply with the requirements of this Code may also result in disciplinary action or termination of employment. It is, therefore, in your best interest to know and comply with our legal obligations and our Code. Moreover, as set forth in the Code, you are required to report any violations or suspected violations of applicable law, regulations or corporate policy, including this Code. You are also encouraged to raise any questions or concerns you may have. It is only through open and free communication that problems can be identified and corrected before they cause serious damage to Capital, to our customers, and to individual employees.

Some examples of laws with which the Company must comply include:

Billing and Pricing Laws

We strive to be clear and accurate in every aspect of our billing and pricing. It is illegal to present a false or fraudulent bill for services to a customer. To ensure proper billing and pricing, we must make certain that bills are accurate, prompt, and complete.

Government Contracts

Government contracts present additional considerations that can affect our business adversely and cause both civil and criminal liability for failure to comply with all lawful obligations including, for example, the requirements in the preceding section concerning Billing and Pricing.

Government contracts generally require that employees working on such projects receive specified wage payments referred to as prevailing wages. Before accepting such contracts, it is necessary to know what the prevailing wage rates are in order to properly bid the job most competitively. Typically, the government entity seeking work publishes the prevailing wages for the jobs involved in the bid specification. However, we are responsible for knowing the correct prevailing wages applicable to our jobs whether or not the government entity publishes them and even when it publishes incorrect rates. It is therefore very important that we establish to our own satisfaction what the correct prevailing wage rates are in effect for any job that we bid. If we bid a job based upon incorrect rates because an outdated list was put into a bid specification, for example, we will be held accountable for the correct rates. Obviously, if the correct rates are higher than the rates that we based our bid upon, Capital will be in a losing position.

Government prevailing wage contracts also usually require that the employer certify the accuracy of payrolls submitted for approval. When Capital successfully bids on a contract and subcontracts part or all of it to another employer to do the actual work, Capital remains responsible for compliance with the terms of the government contract. Accordingly, all contractors must be provided with a copy of the prevailing wage rates and must certify the accuracy of their payrolls and compliance with the prevailing wage requirements. It is unlawful to make a false certification, and in such cases Capital may be held liable for any underpayment of employees, but also may be subject to criminal prosecution for filing false documents with the government entity with whom we are doing business, even where the falsification or underpayment is made by the subcontractor.

Whenever we are considering Government contracts with prevailing wages, it is important to follow our standard operating procedure for such jobs. If you are not familiar with them, you must ask your supervisor to provide you with a copy.

Anticorruption and Prohibition on Giving or Receiving Bribes

The Company will not tolerate bribery, kickbacks, or corruption of any kind, directly or through third parties (such as subcontractors or other individuals not employed by the Company), whether or not explicitly prohibited by this Policy or by law. Employees are not permitted to give or offer anything of value (including gifts, hospitality, or entertainment) to anyone for the purpose of improperly obtaining or retaining a business advantage. Similarly, employees may not solicit or accept such improper payments.

If confronted with a request or demand for an improper payment or other violation of this Policy, the request or demand must be immediately rejected and reported to the employee's supervisor and/or the Company compliance officer. Similarly, if any employee or agent knows or believes that an improper payment has been or will be made, the employee or agent must also report such payment to their supervisor and/or the Company compliance officer. It is the Company's policy that no adverse employment action will be taken against any personnel in retaliation for, honestly and in good faith, reporting a violation or suspected violation of anti-corruption laws or this Policy.

The use of Company funds or assets for gifts, gratuities, or other favors to any person who has the power to decide or influence the Company's commercial activities is prohibited, unless **all** of the following circumstances are met:

- (a) the gift if pre-approved by the employee's supervisor;
- (b) the gift does not involve cash or cash equivalent gifts (e.g., gift cards, store cards or gambling chips);
- (c) the gift is permitted under both local law and the guidelines of the recipient's employer;
- (d) the gift is presented openly with complete transparency;
- (e) the gift is properly recorded in the Company's books and records; **and**
- (f) the item costs less than \$50.00

Employees who violate this Policy may be subject to disciplinary action, up to and including termination, and may also be subject to legal action.

Use of Company Assets

The Company's assets include its facilities, computers and information systems, inventory, proprietary information, office supplies, equipment, products, and funds. Everyone is responsible for using good judgment to ensure that these assets are not misused or wasted. Theft, carelessness, and waste have a direct impact on our ability to provide excellent services.

Everyone who uses our computers and information systems is responsible for ensuring that these resources are used in an appropriate manner and only for Company business. This means that everyone must use these information systems for legitimate business purposes. The Company prohibits the use of information systems for the purpose of:

- Engaging in communications that might be considered illegal, offensive, defamatory, harassing, obscene, vulgar, or otherwise disruptive to normal business activity.
- Visiting inappropriate websites.
- Improperly disseminating copyrighted or licensed materials or confidential and proprietary information.
- Installing hardware or software without advance authorization from management.

Everyone is also expected to protect the security and confidentiality of our information systems by protecting user IDs, passwords, and building access codes. This kind of information should never be shared with others.

Any communications you have at work using Company assets (telephone, e-mail, voicemail, etc.) are not private. You do not have an expectation of privacy when engaging in such communications. Records of your communications may be used by the Company for a variety of purposes, and are subject to being monitored to verify that Capital's policies are being followed. Please keep this in mind and follow the guidelines above to ensure compliance.

Conflicts of Interest

A conflict of interest situation can arise when you take actions or have interests outside of your employment that may impede your ability to perform your Company work duties objectively, effectively, or in a manner that

undermines your duty of loyalty to the Company. In short, you must not engage in activities or hold positions that are adverse to or in conflict with the interests of the Company. Although we cannot list every conceivable conflict of interest, the following are some common examples that illustrate actual, apparent or potential conflicts of interest:

- Outside Employment with a Competitor, or Ownership/Interests in a company providing similar or same services as Capital Contractors: You may not compete with the Company in any manner. You may not be employed in any capacity by, serve as a director of or consultant to, or hold any interest in, a competitor of the Company.
- Outside Employment with a Supplier or Customer: Without prior written approval from the Company, you may not be employed in any capacity by, serve as a consultant to or representative or director of, or hold any interest in, a supplier or customer of the Company.
- Corporate Opportunities: You owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. You may not take personally for yourself opportunities that are discovered through the use of Company property, information or position, or use Company property, information or position for personal gain.
- Certain Relationships: You may find yourself in a situation where your spouse, children, siblings, parents, in-laws or someone else with whom you have a close relationship is a referral source, supplier, customer, competitor or employee of the Company, or has a financial interest in the Company. Such situations are not necessarily prohibited, but they call for extra sensitivity to security, confidentiality and conflicts of interest. These situations must be immediately disclosed to the Compliance Officer. The Compliance Officer will help to establish appropriate protections in these situations.

Record Management, Retention and Destruction

Managing the Company's records in an appropriate fashion is critical to the success, security and effectiveness of our business. The Company's records are confidential and contain competition sensitive and proprietary information. All persons employed by the Company or serving as contractors to the Company must take care to ensure that records concerning the Company's business interests are managed properly and are protected from unauthorized disclosure at all times.

Employees and contractors should adhere to the following rules:

- Maintain Records as Required by Law: Some laws under which the Company operates have specific record-keeping requirements. Each Company department must create, manage and maintain all records, including electronic data, as required by law. Guidance on the specific legal requirements that must be followed will come from the Compliance Officer and your individual departments.
- Understand and Follow the Records Management Policy: The Records Management Policy explains the process for retaining, storing, and disposing of hard copy and electronic documents and other records. Should you need additional guidance in this regard, you must consult with the Compliance Officer.
- Be Alert to the Need for Accuracy: Employees should always create and maintain accurate records. Creating false or misleading records, or supplying false or misleading information to the Company, or the improper alteration of Company records, is prohibited and wrongful under any circumstance, and is a violation of this Code, and may constitute serious violations of law.
- Retain Any Records Related to Litigation or an Investigation: If an investigation or litigation is pending or even anticipated, records relating to the subject matter of the investigation or litigation, including

electronic data such as e-mails, voicemails and internal computer disk drives, must be retained and preserved. You will be notified of these situations by the Compliance Officer or the Company's lawyers. Destruction of records relating to the subject matter of an investigation or litigation, even if inadvertent, could harm the Company. If you have any questions regarding whether a particular record may be relevant to an investigation or litigation, you should preserve the record in question and ask the Compliance Officer for advice.

Employee Relations, Safety and the Environment

Diversity: Capital welcomes diversity in its workplace. We are committed to equal employment opportunity without regard to race, color, religion, sex, national origin, age, medical condition or disability, sexual orientation, gender, marital status, genetic disposition, veteran status, or any other characteristic protected by law.

Harassment: All employees are expected to treat others with respect and fairness. Workplace harassment detracts from the collegial atmosphere that fosters teamwork and will not be tolerated. Such harassment includes any unwelcome or unwanted attention or discriminatory conduct based on an individual's race, color, religion, sex, national origin, age, medical condition or disability, sexual orientation, marital status, genetic disposition, veteran status, or any other illegal or inappropriate basis. It can also include verbal, nonverbal or physical abuse. Something that is considered harmless by one individual may be perceived as harassment by another. You are expected to conduct yourself in a manner appropriate to the workplace, to keep all work environments free of harassment and improper discrimination, and to maintain relationships with appropriate behavior, integrity, and dignity.

Workplace Safety: Capital strives to provide every employee with a clean, safe, and healthy place to work. To achieve that goal, all employees must understand the shared responsibilities of abiding by all safety rules and practices, taking the necessary precautions to protect themselves and coworkers, and reporting immediately any unsafe conditions, practices or accidents.

Alcohol and Drugs: Being under the influence of alcohol, controlled substances, or any medication (prescription or over-the counter) that impairs your ability to perform your job duties and responsibilities, or improperly using any medication or combination of medications, whether prescribed or over-the-counter, diminishes your judgment and ability to perform at your best. The possession, use, distribution, sale or ingestion of alcohol or controlled substances at any time while on the job or Company premises or at a worksite is strictly forbidden. The use or ingestion of any prescription or over-the-counter medication which results in the impairment of your judgment or ability to perform your job is strictly prohibited. If you observe any of the conduct prohibited above, or reasonably believe that such conduct is occurring, you must immediately report it to your supervisor, Human Resources, or the Compliance Officer.

Environment: The Company is strongly committed to the preservation of the environment and is dedicated to meeting all regulatory performance requirements. All Company employees and contractors must be alert to any practice or conduct that may adversely affect the environment, and must always act in a manner consistent with the Company's commitment to conserve natural resources, reduce waste and conduct business in an environmentally responsible manner.

Antitrust and Unfair Competition

The antitrust laws are designed to promote fair competition, to prevent unreasonable restraints of trade and to limit the ability of a particular company to inappropriately dominate a particular market. The antitrust laws prohibit the Company and its employees and contractors from engaging in discussions or other forms of

communication with our competitors or potential competitors with respect to pricing and cost information, or in regard to possible restrictions or limitations on services in defined specialties or geographic areas. The greatest risk of possible antitrust law violations arises from interactions with our competitors. As a result, without explicit written approval from the Compliance Officer and General Counsel, all Company employees and contractors are strictly prohibited from discussing or communicating with any employee or representative of a competitor with respect to any of the following: Company cost and pricing information; bid and contract information; the Company's customers or areas serviced or to be serviced by the Company; Company expansion or development plans; confidential, competition sensitive, Company information; or any other proprietary information or matters. You must avoid any attempt by an employee or representative of a competitor to discuss or communicate with you concerning any of these topics, and must report any such contacts to the Compliance Officer immediately. In addition, should you find yourself in a situation or meeting during or at which any such topic is discussed or communicated, you must leave such meeting or situation where such discussions are taking place and report the contact immediately to the Compliance Officer.

Immigration

Capital cannot employ anyone who is not a United States citizen, unless that person has an appropriate visa or other documentation which legally authorizes him or her to work in the United States. It is our policy to comply with the immigration laws and, therefore, no person will be permitted to work after hire without presenting appropriate documentation as required by law to establish their authorization to work in the United States.

Investigations

Various federal, state and local government agencies and officials may have occasion to conduct investigations concerning Capital or the companies with which the Company does business. The Company is dedicated to cooperating with such investigations and with government agencies performing official investigations. It is the Company's policy to interact with government agencies in an appropriate and orderly manner, and in a way that does not improperly reveal confidential or proprietary Company information, or violate any confidential relationships we have with others. Accordingly, all such matters must be reported to and will be coordinated and handled by the legal department of the Company. Upon receipt of any subpoena, civil investigative demand, summons or letter in which Company information or documents are sought, you must contact the Chief Compliance Officer or a lawyer in the legal department immediately, and provide any documents received from the government official in this regard. Similarly, if you are contacted by any representative of any regulatory or government agency in connection with Company business, you should immediately inform the Chief Compliance Officer or a lawyer in the legal department of such contact.

You are under no obligation to speak with regulatory, government or law enforcement officials, even if they insist that you do so, and you always have the right to seek the advice of a lawyer in order to protect your individual rights and interests, and to assist you in determining whether it would be in your individual interest to respond to particular questions or submit to an interview request. The Company's legal department will assist you in obtaining independent legal representation in matters that pertain to Company business. On the other hand, if you choose to speak with a regulatory or government official, you are never, under any circumstance, permitted to lie to or intentionally mislead the official. In addition, as discussed earlier, you may never destroy or delete documents or information that is the subject of a pending investigation or audit, nor are you authorized to provide any Company record to a regulatory or government official, without explicit Company permission.

Violations of this Code

The values and principles set forth in this Code are of critical importance to Capital and must be taken seriously by all of us. Capital will be consistent in its enforcement of the Code and will thoroughly investigate suspected

violations. Under certain circumstances, a violation of this Code may result in a referral for civil action or criminal prosecution, in addition to any other disciplinary action deemed appropriate. Any violation of this Code will lead to disciplinary action, including up to a termination. Under certain circumstances, in accordance with applicable law, you may be required to reimburse the Company for any loss or damage suffered by the Company.

Waivers of this Code

Although the provisions of this Code must be adhered to strictly, in rare instances, a waiver may be appropriate. In exceptional circumstances, a waiver of a provision of this Code may be granted only by the unanimous consent of Capital's Compliance Officer and President. The Compliance Officer shall maintain a record of all requests for such waivers and the disposition of such requests.

Duty to Report

Any Company employee or contractor who has knowledge of or information concerning a past or present violation or possible violation of any law, regulation, policy or provision of this Code, or has knowledge or information indicating that such a violation may occur in the future, must promptly report such information to the Company's Compliance Officer or General Counsel.

Capital actively promotes honest and ethical behavior in all of its business activities. We have an "open-door" policy and encourage Company employees and contractors to promptly report violations or potential violations of this Code to the Compliance Officer, the General Counsel, the Human Resources Director, or to a member of the Company's Board of Directors. These reports may also be made through the Company's Helpline, which is available to you 24 hours a day at (631) 424-3792.

In addition, Company employees and contractors are also encouraged to speak to the Compliance Officer, the General Counsel, or to any member of the Board of Directors at any time, if there is any doubt about the best, most ethical and appropriate course of action in a particular situation. **No employee will suffer any penalty, punishment or retaliation for making a good faith report of suspected misconduct or noncompliance.**

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