

 CICON ENGINEERING INC. 6633 Odessa Ave. Van Nuys, CA 91406 ph. 818.909.6060 fx. 818.909.6066 www.cicon.com	<h1>Code of Business Conduct</h1>	Updated: 10/28/2013
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Code of Business Conduct



PROPRIETARY NOTICE

This document embodies privately developed design, manufacturing, processing, form, fit & function data, cost and/ or pricing information confidential to Cicon Engineering, Inc. ("Cicon"), including its trade secrets. This document shall not be disclosed or copied, or released to others without Cicon's written permission. This is subject to the Freedom of Information Act (5 USC 552(b)), the Trade Secrets Act (18 USC 1905), Presidential Executive Order No. 12600 (6/23/87), the Economic Espionage and Trade Secret Protection Act of 1996 (18 USC 1831-32 et seq.), and the Cal. Trade Secrets Act (Civil Code 3426) U.S.A.(Dated 10/21/09)

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1.0 Be Accountable

Cicon is committed to creating a diverse and inclusive work environment. This commitment applies to all persons involved in Company operations. You should speak up and seek resolution regarding issues that arise in your work environment. At times, simply asking questions, gathering additional information, reframing the issue or talking to subject matter experts can prevent a violation this Code.

2.0 Comply with Laws and Regulations

You are expected to perform all of your duties on behalf of Cicon Engineering in compliance with all laws, regulations and company policies and procedures. This is a minimum expectation. Our executives, front-line managers, and human resources are always an available resource to help you understand the laws and regulations that apply to your job. However, upholding our Values and this Code may require more than mere compliance with laws and regulations. Do not hesitate to bring concerns to these resources.

Cicon is committed to compliance with all applicable laws providing equal employment opportunities. This commitment applies to all persons involved in Company operations and prohibits unlawful discrimination by any employee of the Company, including supervisors and coworkers.

3.0 Maintain Good Citizenship

You are responsible for upholding Cicon Engineering's commitment to good citizenship. This means that you will understand and uphold the provisions of this Code, and the Employee Handbook. In particular, you will treat people with respect and dignity, encourage diversity and diverse opinions, promote equal opportunity for all, and help create an inclusive and ethical culture.

You will seek to maintain a safe working environment, minimize the environmental impact of our operations, maximize the efficiencies of our products, and reduce wastes, emissions, energy consumption and the use of materials of concern.

You will not use child labor or forced labor, discriminate against others in the workplace, or engage in corrupt practices.

4.0 Maintain Accurate Business Records

You must ensure the accuracy of any business or financial records for which you are responsible. These include not only financial accounts, but other records such as quality reports, time records, expense reports, resumes, and submissions to the company, the customer or regulatory authorities.

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If you are responsible for the preparation of any business or financial records on behalf of the company, or for making public communications, you must ensure that all information contained in such records or communications is timely, accurate, and understandable.

You should not include any proprietary or confidential information in any public disclosures without obtaining the proper prior approval.

If you have concerns about any aspect of our business or financial records or auditing matters, or you learn that others have such concerns, you should talk to your supervisor or manager, an executive, or human resources.

5.0 Avoid Personal and Organizational Conflicts of Interest

You have the right to engage in activities outside of your employment at Cicon that in no way conflict with your duties at Cicon. However, you must avoid situations involving actual or potential conflicts of interest. Personal involvement with a competitor, supplier, or subordinate employee of Cicon Engineering, which affects your ability to exercise good judgment on behalf of Cicon, creates an actual or potential conflict of interest.

5.1 Definition of Personal Conflict of Interest:

A personal conflict of interest exists when you have divided loyalties – when you have a direct or indirect personal interest in a transaction or matter such that it might reasonably appear to affect the judgment that you exercise on behalf of Cicon Engineering, influence your actions, or lead you to neglect Cicon’s business interests.

5.2 Personal Conflict of Interest Guidelines:

You are responsible as a Cicon Engineering employee to act in a fair and impartial manner in all business dealings, and to place the interests of Cicon Engineering over personal interests in matters relating to Cicon’s business.

You must avoid financial, business, or other transactions or situations in which your personal interests might conflict with, or appear to conflict with, the interests of Cicon Engineering. You may not use company assets or customer supplied materials for personal gain. An actual conflict of interest does not need to be present to constitute a violation of this Code; you must also avoid activities that create the appearance of a conflict of interest. A conflict of interest may exist when you use your contacts or position in the company to advance interests other than the company’s, such as your own private business or financial affairs, or those of a friend or relative (whether or not at the expense of the company). You should never use company property or information for personal gain. You should not have a financial interest in organizations that provide goods and/or service to Cicon, other than modest investments in publically traded stocks of those companies.

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You must disclose in writing any situation or transaction that might give rise to an actual or potential conflict of interest to your manager or supervisor, who will review the disclosure with human resources to determine a solution.

5.3 Definition of Organizational Conflict of Interest:

An organizational conflict of interest could occur if Cicon Engineering is unable or potentially unable to render impartial assistance, service or advice to the customer – when objectivity is impaired or we have an unfair competitive advantage.

5.4 Organizational Conflict of Interest Guidelines:

If you have questions about how to identify and avoid or mitigate organizational conflicts of interest within Cicon Engineering please contact human resources. Your early identification and timely communication of potential conflicts of this nature can ultimately allow Cicon Engineering to continue to participate in new business opportunities and reinforce our intention to conduct business with integrity.

- See Cicon Engineering Employee Handbook
 - (Conflict of Interest) page 43
 - (Conducting Personal Business) page 43
 - (Other Employment) page 46

6.0 Business Courtesies

You may not accept a personal gift or gratuity from any customer, vendor, supplier, or other person doing business with Cicon Engineering because doing so may give the appearance of influencing business decisions, transactions or service. Cicon Engineering competes on the merits of its products and services and does not use the exchange of business courtesies to gain an unfair competitive advantage.

You are responsible for ensuring that the offering or receipt of any gift or business courtesy is permitted by law and regulation; does not violate the rules and standards of the recipient’s organization; is consistent with reasonable marketplace customs; and will not adversely impact the reputation of, or embarrass, Cicon Engineering. Contact your manager or human resources before giving or accepting any business courtesy.

- See Cicon Engineering Employee Handbook
 - (Business Conduct and Ethics) page 43

7.0 Political Activity

You are encouraged to participate personally in civic affairs and the political process and to support the political parties and candidates of your choice. Your involvement and participation in the political process must be on an individual basis, on your own time, and at your own expense. Company time,

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facilities, property or equipment (including all computers, networks, and electronic equipment) must not be used for an employee's outside political activities. Cicon Engineering will not reimburse any employee for political contributions, and employees should not attempt to receive or facilitate such reimbursements. You must be aware of, and avoid, conflicts of interest that can arise if you campaign for or hold public office or serve on commissions or advisory groups. If you plan to seek or accept a public office, you must consult with human resources to avoid any conflict of interest.

Absent a formal statement by Cicon Engineering announcing any political endorsements, employees must not, through their own actions, speech, contributions, or written communication, mislead others to believe that Cicon Engineering officially endorses or opposes any candidates for political office that Cicon Engineering itself has not publicly announced.

- See Cicon Engineering Employee Handbook
- (Political Activity) page 47

8.0 Compete fairly for all Business Opportunities

You are responsible for dealing fairly with the company's customers, suppliers, competitors and employees. If you are involved in proposals, bid preparations, or contract negotiations, you must be certain that all statements, communications, and representations to prospective customers and suppliers are accurate and truthful. Once awarded, all contracts must be performed in compliance with specifications, requirements, and contract terms and conditions.

You must refuse any offers to provide Cicon Engineering with any unauthorized contractor bid and proposal information or source selection information and immediately report the offer to your manager, human resources, or any executive. You may not use, obtain, accept or receive any information to which Cicon Engineering is not clearly and legitimately entitled. If you ever have reason to believe that the release or receipt of any information is unauthorized, or you are uncertain as to Cicon Engineering's legal right to use the information, do not copy, distribute or use it until you have obtained guidance from your supervisor, manager, or human resources.

- See Cicon Engineering Employee Handbook
 - (Nondisclosure or Use of Trade Secrets) page 40

9.0 Protect Sensitive Information

During your term of employment with Cicon Engineering, you may have access to and become familiar with information of a confidential, proprietary, or secret nature, which is not generally known to competitors or the public and which is, or may be, either applicable or related to the present or future business of the company, its research and development, or the business of its customers. You may not disclose or receive sensitive information, including proprietary company information, without proper authorization. You must keep sensitive information, including any proprietary documents, protected and secure. You may only disclose sensitive information if you have the proper authorization to do so.

Printed copies are considered uncontrolled, unless otherwise specified
 This manual is Proprietary to Cicon Engineering, Inc.

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In the course of normal business activities, suppliers, customers, and competitors may sometimes divulge trade secret information, including but not limited to, devices, inventions, processes and compilations of information, records, specifications, and information concerning customers or vendors. You may only accept or use the proprietary information of a supplier, customer or competitor if such use or acceptance complies with company policy. You shall not disclose any of the above-mentioned trade secrets, directly or indirectly, or use them in any way, either during the term of their employment or at any time thereafter, only if such use or acceptance complies with company policy. If you receive proprietary information from a supplier, customer, or competitor, without proper authorization, such as a non-disclosure agreement, you must immediately bring this to the attention of your manager or human resources.

- See Cicon Engineering Employee Handbook
 - (Nondisclosure or Use of Trade Secrets) page 40

10.0 Proper Use of Company and Customer Assets

Computers and all data transmitted through Cicon Engineering servers are Cicon property owned by Cicon for the purpose of conducting Cicon business. You may occasionally use company assets for personal use as long as the usage does not interfere with your work performance, take away from work time, consume supplies, slow other users, slow the servers or computer systems, or tie up printers or other shared resources, or violate any Company policy, including policies against harassment, discrimination and disclosure of confidential or trade secret information. Cell phones (including handheld devices and smart phones such as Blackberries and iPhones) may be provided to some employees to assist them in performing their job. Computers, laptops, and cell phones are company property. Data (including web browsing), messages (including voice mail, mobile email, and text messaging), and other stored electronic information is subject to monitoring and you do not have an expectation of privacy in the use of this Company property.

Company voice mail and/or electronic mail (email) including texting, pagers, and mobile email are to be used for business purposes. You are responsible for the proper use of company and customer property, electronic communication systems, information resources, materials, facilities, and equipment. You must use and maintain these assets with the utmost care and respect, guarding against waste and abuse, and you must never borrow or remove them from company or customer property without management's permission.

Cicon recognizes that occasional personal use of social media using your own computer or hand-held device may occur during working hours. Cicon allows such occasional personal use as long as the usage does not interfere with your work performance, take away from work time or violate any Cicon policy.

You must also seek guidance and permission before using any customer asset for personal use. You may not use the company's resources to support a personal business or for an illegal act or a purpose which would cause embarrassment to Cicon Engineering.

Use of a corporate credit card for personal use is strictly prohibited.

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- See Cicon Engineering Employee Handbook
 - (Employer Property) page 39
 - (Prohibited Personal Use of Company Cell Phone) page 41
 - (Electronic and Social Media) page
 - (Conducting Personal Business) page 43
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11.0 Zero Tolerance for Discrimination and Harassment

Cicon Engineering is an equal opportunity employer and makes employment decisions on the basis of merit. You are expected to treat all Cicon Engineering employees, suppliers, and customers with dignity and respect. Cicon Engineering is committed to providing a work environment free of harassment, threats and acts of violence, bullying, abusive or intimidating conduct or other similar disrespectful or unprofessional behavior. Company policy prohibits harassment based on sex (including pregnancy, childbirth, breastfeeding or related medical conditions), race, religion (including religious dress and grooming practices), color, gender (including gender identity and gender expression), national origin or ancestry, physical or mental disability, medical condition, genetic information, marital status, registered domestic partner status, age, sexual orientation or any other basis protected by federal, state or local law or ordinance or regulation.

Cicon Engineering has set a standard of zero tolerance for discrimination and harassment that applies to all of its employees, wherever they work.

The Company is committed to compliance with all applicable laws providing equal employment opportunities. This commitment applies to all persons involved in Cicon operations and prohibits unlawful discrimination by any employee of Cicon, including executives, managers, and coworkers.

- See Cicon Engineering Employee Handbook
 - (Anti-Harassment) page 5
 - (Equal Employment Opportunity) page 6
 - (Workplace Violence) page 58

12.0 Maintain a Safe and Healthy Work Environment

Cicon Engineering is concerned about the use of alcohol, illegal drugs, or controlled substances as it affects the workplace. You may not be under the influence of alcohol or illegal drugs, or abuse legal drugs, in the workplace at any time.

You are responsible for complying with environmental, safety and health laws, policies, and procedures for your own safety, as well as that of others in the workplace. All employees must be safety-conscious at all times. Observe all posted warnings and regulations. Immediately report all work-related injuries, illnesses, or any environmental, safety, or health concern you may have to your supervisor or to human resources.

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- See Cicon Engineering Employee Handbook
- (Drug and Alcohol Abuse) page 45
- (Health and Safety) page 57

13.0 Do Not Engage in Insider Trading

You may not buy or sell stocks or securities on the basis of “material nonpublic information.” In the course of your job at Cicon Engineering, you may learn of material information related to other companies (suppliers, vendors, subcontractors, etc.) before the general public knows such information. This type of information is referred to as “material nonpublic information.” “Material information” is any information that a reasonable investor would consider important in making decisions. Some examples of “material information” may include, but are not limited to: discussions of mergers and acquisitions; changes in the management or executive structure of the company; awards or cancellations of major contracts; and corporate financial information. When such information is not known to the public, it is considered “material nonpublic information.”

Until such “material nonpublic information” is well known by the public, it is against the law for you to buy or sell another company’s stock based on the information, or to pass this information on to someone else who then buys or sells the stock. Two simple rules can help protect you in this area: (1) do not use nonpublic information for personal gain; and (2) do not pass along such information to someone else without a need to know. If you have a question as to whether information is “material nonpublic information,” please check with your manager or human resources.

14.0 Reporting Violations

There are many different channels to report violations or potential violations of this Code, including your supervisor or manager, human resources, or any executive. If you wish to report a violation anonymously, email concerns@cicon.com or submit a report through one of the anonymous reporting boxes at each Cicon building. Your complaint should be specific and should include the names of the individuals involved and the names of any witnesses. If you need assistance with your complaint, or if you prefer to make a complaint in person, contact human resources. Cicon Engineering will immediately undertake an objective investigation and attempt to resolve the situation. There is never a penalty for reporting a concern in good faith.

What to expect when reporting a violation

- Your concern will be treated seriously and fairly
- You will be treated with dignity and respect
- You need not identify yourself
- Whether you identify yourself or not, your communication will be kept confidential to the greatest extent possible
- Due to privacy considerations, you likely will not be informed of the details of any discipline that may result from an investigation into your concerns
- Cicon Engineering takes its obligations very seriously and will take appropriate action in response to violations of this Code, even if these actions are not always visible to you

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There is never a penalty for reporting a violation in good faith. ***Cicon will not tolerate retaliation against employees who raise concerns to any source in good faith.***