

THE DOLAN COMPANY
CODE OF BUSINESS CONDUCT
AND ETHICS

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Introduction

Purpose. The Board of Directors of The Dolan Company (the “Company”) has adopted this Code of Business Conduct and Ethics (the “Code”) in compliance with Section 303A.10 of the New York Stock Exchange’s Listed Company Manual. This Code is established to ensure that all of the Company’s directors, officers and employees observe the highest standards of ethics in the conduct of the Company’s business, so that they avoid the appearance of impropriety, and conduct themselves with the highest regard and respect for others. Our core values include respect for individuals, honesty, integrity and leadership by example, and we seek employees who are highly reliable, have fun at work, are good at what they do and strive to improve, exceed expectations, respect and like each other and the Company and find the most effective means to achieve our goals. Our goal is to build an innovative and overachieving company that is highly opportunistic, learns from its failures, takes intelligent chances, always delivers on its promises, beats its competitors by out-thinking them, listens to its customers and acts on what is learned and considers the whole employee, including the family.

This Code represents the detailed standards and policies that must always be observed by you at the Company. You may have additional requirements because you are responsible for significant decisions affecting the conduct of the Company’s business. It is important that you know and understand these policies and standards, and acknowledge that you will comply with them.

It is our policy to conduct our business affairs fairly, free of conflicts of interest and in an ethical and proper manner. Conduct that may raise questions as to the Company’s honesty, integrity or reputation, or activities that could cause embarrassment to the Company or damage its reputation, are prohibited. Any activity, conduct or transaction that could create an appearance of unethical, illegal or improper business conduct must be avoided.

Individual and Management Responsibility. This Code applies to every director, officer and employee of the Company, as we are each personally responsible to act within the letter and spirit of the law and to uphold this Code. Managers are responsible for ensuring that this Code is understood and enforced within their departments.

The highest possible standards of ethical and business conduct are required of the Company’s officers, employees and directors in the performance of their company responsibilities. It is the responsibility of every officer, employee and director, and the policy of the Company to encourage its officers, employees and directors, to ask questions, seek guidance, report suspected violations and express their concerns regarding compliance with this Code. Violations of this Code, including failures to report potential violations by others, will be viewed as a severe disciplinary matter that may result in personnel action, including termination of employment or removal from the Company’s Board of Directors. If you believe in good faith that a violation of this Code has occurred, please contact the Compliance Committee (as defined below) or any member of the Compliance Committee as set forth below. It is the Company’s policy that the Company will not allow retaliation for reports made in good faith.

In addition, the Company has adopted a policy entitled “Policy on Communicating Complaints and Concerns to the Company and the Board of Directors” that establishes procedures to ensure that:

- complaints or reports concerning questionable accounting, internal accounting controls, financial matters and/or auditing matters at the Company are brought to the attention of the Company’s Audit Committee;
- you have ways to communicate complaints or reports concerning violations of this Code, our Code of Ethics for Senior Financial Officers and Principal Executive Officer, other Company policies or compliance programs or applicable law;
- complaints or reports concerning such violations or questionable matters can be made confidentially and anonymously, if you wish;
- your complaints and concerns will be handled appropriately and promptly;
- you have a way to communicate with the Company’s Board of Directors; and
- you will not be retaliated against for making any complaints or reports in good faith in accordance with such policy.

The Compliance Committee. The Nominating and Corporate Governance Committee has appointed a Compliance Committee (the “Compliance Committee”) that as of the date hereof consists of the following individuals:

Scott J. Pollei, Chief Operating Officer
 The Dolan Company
 222 South Ninth Street, Suite 2300
 Minneapolis, MN 55402
 Phone: (612) 317-9422
 Email: scott.pollei@thedolancompany.com

Paul Siler, Director of Finance and
 Controller
 The Dolan Company
 222 South Ninth Street, Suite 2300
 Minneapolis, MN 55402
 Phone: (612) 337-4451
 Email: paul.siler@thedolancompany.com

Vicki J. Duncomb, Chief Financial Officer
 The Dolan Company
 222 South Ninth Street, Suite 2300
 Minneapolis, MN 55402
 Phone: (612) 337-4464
 Email: vicki.duncomb@thedolancompany.com

Aside from the Company’s accounting and financial matters, which are monitored by the Audit Committee, the Compliance Committee, as designee of the Nominating and Corporate Governance Committee, will review the Company’s compliance efforts and will report to the Nominating and Corporate Governance Committee on an annual basis or more frequently if necessary. The Nominating and Corporate Governance Committee may change the members of the Compliance Committee from time to time.

The Company has engaged a third party, currently EthicsPoint, as its anonymous and confidential reporting tool to communicate misconduct, provide clarification as to the Company’s policies and promote a positive work environment.

You can choose either of the following anonymous methods to file your report or complaint 24 hours a day with such party:

- by clicking on the arrow indicating the appropriate reporting category on EthicsPoint's website at:

https://secure.ethicspoint.com/domain/en/report_company.asp?clientid=18964

- by calling a toll-free hotline at 1-888-266-0198.

Non-Retaliation. Directors, officers and employees will not be retaliated against or be subject to any form of reprisal for raising a concern under this Code in good faith or for participating in an investigation into any such concerns. There are several laws, known commonly as “whistleblower” provisions, that protect an employee from discharge or retaliation for disclosure to the employer or the appropriate governmental agency of, among other things, illegal, unethical, inappropriate, unsafe or hazardous situations.

Retaliation is a serious violation of this Code and should be reported immediately. The reporting and investigation of allegations of retaliation will follow the procedures set forth in our policy entitled “Policy on Communicating Complaints and Concerns to the Company and the Board of Directors.”

Other Company Policies. There are other Company policies that regulate the conduct of our employees, such as our Employee Handbook, Policy on Insider Trading and Disclosure and Regulation FD Policy. Compliance with the Company policies reflected in these documents is an integral part of standards of ethical and business conduct we expect from our employees, officers and directors in the performance of their duties.

Interpretation. Not all questions or issues can be addressed in this Code. There will be times when officers, directors and employees may be unsure about how this Code applies. You are encouraged to voice concerns to your managers or ask questions to any member of the Compliance Committee, the human resources department or the Compliance Committee as a whole.

No Contract. This Code is neither a contract nor a comprehensive manual that covers every situation that directors, officers or employees might encounter. This Code is a guide that highlights key issues and identifies policies and resources to help directors, officers and employees reach decisions that are in accordance with the Company's commitment to the highest standards of ethics. Nothing in this Code does or is intended to change at-will employment status.

Summary Descriptions of Compliance Areas

Compliance areas that most often affect daily director, officer and employee activities and Company operations are briefly summarized below. The inclusion or exclusion of certain compliance areas from or the order of the following summary descriptions should not be viewed as any indication of the importance the Company places on compliance in any particular area. This Code is not intended to supersede or modify any existing policy or procedure. Our policies and procedures are available from the human resources department or your manager upon request.

A. Conflicts of Interest. You should avoid situations that create, or appear to create, conflicts between your personal interests and the Company's businesses. Consequently, you are expected to avoid or, where appropriate, disclose situations that could consciously or unconsciously have an adverse impact on your ability to represent the Company's best interests. In addition to the policies and procedures set forth in this Code, executive officers and directors of the Company must also comply with policies and procedures governing transactions between related persons and the Company set forth in our "Policy Statement Regarding Related Party Transactions."

Although it is impossible to describe every circumstance that may give rise to possible conflicts of interest, the following examples will serve as a guide to questionable activity:

1. Financial Interests in Other Businesses.
 - (a) Ownership, by you or a member of your immediate family (that is, your spouse, parents, children, step-children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than domestic employees) who shares your home) of a substantial interest in any third party that has a business relationship with, or is a competitor of, the Company. "Substantial interest" is generally defined as more than 1% ownership of a public company or 5% ownership of a private company, or an investment in a company that exceeds 20% of your annual compensation. Ownership of a "substantial interest," thus defined, is not expressly prohibited, but must be disclosed in writing to the Compliance Committee so it can be appropriately reviewed.
 - (b) Entering the Company into financial or other contractual commitments with a third party that is owned by or employs you or an immediate family member without prior written disclosure of the relationship to the Compliance Committee.

NOTE: We will not extend credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any director or executive officer.

2. Bribery. Gifts should never be given for the purpose of improperly influencing the recipient. Giving gifts that equal more than the amount that would be considered customary courtesies may be deemed a bribe. Bribes are strictly prohibited by law and against our policy. A bribe can expose a person or the Company to criminal penalties. Company payments (regardless of amount) or gifts or entertainment of any value to governmental or regulatory officials or other governmental personnel of any local, state or federal governmental or

regulatory agency or department, as well as to a union official, are not permitted. If confronted with a demand for a payment, gift, entertainment or the like, you must inform the Compliance Committee.

3. Relationships with Suppliers and Customers.

- (a) Arms-Length Transactions. Transactions with suppliers and customers must be carried out on an arms-length basis. This means conditions should exist for competitive, willing buyer and willing seller transactions. Decisions should be made on the basis of quality, price, availability and service. All suppliers and customers should be dealt with fairly, honestly and openly. This policy extends to all services provided to the Company, as well as goods used by the Company. In addition, if the representative for the supplier or customer is a former Company employee, immediate family member or close personal friend, you should disclose this information to your manager.
- (b) Gifts/Gratuities. You must not solicit or accept, directly or indirectly, any gift of value or preferential treatment from any supplier or customer where doing so may influence or appear to influence your business judgment. Indirect gifts can include gifts to your immediate family members or a charity you support. You may accept business-related meals, entertainment, token gifts or favors from suppliers or customers as part of their ordinary course marketing and business activities; provided that the value involved is not significant and does not indicate in any manner an intent to influence normal business relationships with such suppliers or customers.
- (c) Company Sponsored Events. There may be occasions where we, as a company, solicits certain items from other persons or organizations in support of special company-sponsored events. In these circumstances, solicitations may only be made in furtherance of the event and for no other reason. All solicitations must be coordinated with the person or persons designated by senior management to be responsible for coordinating the special events.

4. Outside Activities. A conflict of interest may exist if outside activities (work, community service, etc.) prevent you from giving the necessary time and effort to your job. A conflict of interest may also exist if an immediate family member is employed by a supplier, competitor or customer. Special care must be taken to respect the loyalty and confidentiality you both owe to your respective employers. To avoid appearance of conflict, any such relationship should be disclosed to the Compliance Committee. Individuals should not be considered for positions which would place them in a conflict of interest. In addition “moonlighting” with a supplier, competitor or customer must be disclosed to the Compliance Committee.

We require that the Compliance Committee approve in advance your participation in any activity that could involve an actual or potential conflict of interest.

B. Diversion of Corporate Opportunity. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. You may not take personal advantage of opportunities that are presented to you or discovered by you as a result of your position with the Company or through use of the Company's property or information, unless authorized by your manager or the Compliance Committee. You cannot use your position with the Company or Company property or information for improper personal gain. You should not take for yourself, or divert to another person or company, a business or financial opportunity that you know, or could reasonably anticipate, the Company would have an interest in pursuing.

C. Confidential Information. You must not disclose, or use for personal gain or benefit or the gain or benefit of others (apart from the Company and its subsidiaries), either during employment or engagement (except where necessary in the proper performance of your duties) or subsequent to the termination of your employment or engagement, any inside or confidential information or trade secrets about the Company and its subsidiaries. We are also responsible for safeguarding confidential information of other companies that we gain, whether by agreements with them or otherwise. The term confidential information is extremely broad and includes such things as the Company's and its subsidiaries' financial data, sales reports and sales figures for individual products and services, areas where the Company intends to expand, capital investment plans, testing data, suppliers' prices to us, marketing and pricing plans and strategies, customer lists and contact information, designs, know-how, processes, product and service lines, and personnel information, such as employees' medical records, salary data and other employment terms and conditions. It covers any document that you have been told is confidential or that you might reasonably expect the Company and its subsidiaries to regard as confidential. A good operating assumption is that if you have not seen a particular piece of information in a press release, SEC filing or other publicly available document, it is probably confidential.

1. Company Information. Our guidelines for safeguarding our trade secrets and confidential information are as follows:

- (a) treat confidential information on a "need to know" basis within the Company;
- (b) if you have a business need to disclose our trade secrets or confidential information to any person outside the Company, only following approval from the Compliance Committee, which will generally require an appropriate confidentiality agreement; and
- (c) you should always guard against inadvertent disclosures, which may arise in either social conversations or in normal business relations with our suppliers and customers.

2. Other Companies' Information. We occasionally receive trade secrets or other confidential information from other companies. While you should always be alert to our competitive surroundings and obtain as much information as possible about our competitors, you must do so only in accordance with sound and ethical legal and commercial practices. If you are approached with any offer of confidential information that you believe may have been obtained improperly, you must immediately notify the Compliance Committee.

3. Insider Information. You must not disclose any information that upon its release would be likely to affect an investor's decision to purchase, sell or otherwise transfer any stock of the Company and/or would be likely to affect the market price of the Company's stock. Examples include periodic earnings prior to press release, projections of future earnings or losses, pending or proposed mergers, acquisitions, tender offers, sale of assets, changes in operations, changes in our dividend policy or the declaration of a stock split. For more detailed information please refer to our policy entitled "Disclosure and Regulation FD Policy" and/or our policy entitled "Policy on Insider Trading."

4. Required Disclosure. These non-disclosure obligations do not apply to any disclosures required by law (including any protected disclosures made pursuant to applicable "whistle-blowing" legislation) and cease to apply to any information or knowledge that may subsequently come into the public domain, other than by your default.

D. Fair Dealing.

1. Supplier and Customer Relationships. It is our policy to treat our suppliers and customers honestly and fairly. Treating our suppliers and customers right is a key to our success and is the responsibility of all directors, officers and employees.

2. Competitor Relationships. We respect the rights of our competitors, and we will act fairly toward them in the marketplace. You are expected to also respect the rights of competitors and to act fairly toward them in the marketplace. You should strive for competitive advantages through superior marketing, execution, quality and service, never through unethical or questionable business practices. We do not, and expect that you will not, engage in unfair or illegal trade practices.

E. Protection and Proper Use of Company Assets.

1. Books and Records. Federal and state laws require, and it is our policy, that our business records (including time sheets, expense reports, invoices, supporting documentation and benefit plan information) be prepared accurately, reliably and in a timely manner. It is very important that no director, officer or employee create or participate in the creation of (or falsification or alteration of) any Company records that are intended to mislead anyone or conceal anything improper.

Company books and records should be maintained in confidence, safeguarded from loss and destruction, where applicable, kept in accordance with generally accepted accounting principles and with the Company's finance and accounting policies, and subjected to internal control and audit procedures. Accrual and reserve entries and the capitalization of losses should be used only for legitimate business purposes. You should always be honest and straightforward when dealing with internal or outside auditors with respect to the Company's transactions, records, accounts and financial statements. Further, you should take all appropriate steps to produce full, fair, accurate, timely and understandable disclosure in documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company.

2. Financial Records. All funds and other assets and all transactions of the Company must be properly documented, fully accounted for and promptly recorded in conformity with our accounting policies and regulatory standards to enable the preparation of

timely management reports and to meet external and regulatory reporting requirements. Our financial records must accurately reflect all transactions, including any payment of money, transfer of property or furnishing of services.

It must be emphasized that an intention to deceive or defraud is not required to constitute a violation of any of these standards. To ensure compliance with these standards, you are expected to give complete cooperation to our finance department and to our independent outside auditors to enable them to perform their duties.

3. Improper Use of Company Assets. No Company property (tangible or intangible) may be sold, loaned, given away, disposed of or used for personal benefit without authorization from the department head with budgetary responsibility for the property. Unauthorized copying of software, tapes, books and other documents, which are legally protected, is prohibited. In cases where the department head initiates the transaction, authorization should come from his or her immediate manager.

Company property must be safeguarded from loss, damage or theft. Abusing, destroying, damaging or defacing company property, tools, equipment or property of others is prohibited.

4. Information Technology Assets. As a Company director, officer or employee, you must:

- (a) protect computer hardware from loss, theft or damage;
- (b) protect computer software and company data against unauthorized access;
- (c) reduce risk of computer viruses;
- (d) comply with federal and state copyright laws, which provide copyright owners with exclusive rights against misuse of their proprietary programs, files and databases, including making copies of software for non-back up purposes; violations can result in civil and criminal penalties for the Company and the person(s) involved;
- (e) limit personal use of company computer hardware and software; and
- (f) responsibly use the company-wide electronic mail system.

Abuse of these guidelines is prohibited and a violator of these guidelines will be subjected to disciplinary action.

5. Company Funds. You are responsible for Company funds under your control. Funds should be spent for valid business purposes only at prices representing the best value to the Company. Approval of payment should occur only if these two criteria are met. Specific authority limits are established for each department. Please discuss these limits with your manager or department head to ensure compliance.

F. Compliance with Laws, Rules and Regulations.

1. Generally. You must obey all federal, state and local laws and regulations while conducting business on behalf of the Company. Examples of laws are referenced in this Code, but there are many other laws which apply to the Company and each of us. With regard to environmental laws, it is the duty of every employee affected by environmental laws and regulations to comply with laws and regulations regarding the use and disposal of hazardous materials, with other environmental laws and regulations affecting the Company and its operations and with any operating permits issued to the Company. With regard to antitrust laws, it is the duty of every employee having responsibility in areas affected by these laws to be sufficiently knowledgeable of the applicable laws to avoid unlawful conduct. No employee is authorized to violate these laws. Violations include price fixing, division of markets, exclusive dealings, and reciprocity.

You should not knowingly enter into transactions that would violate any laws or regulations. If you have a question as to the legal validity of an action, you should discuss the matter with the Compliance Committee.

2. Insider Trading. In the performance of your duties, you may acquire material inside or non-public information about us, any of our subsidiaries, or about other companies with which there may be pending or proposed transactions. Common examples of “material” information would include:

- (a) a matter involving a significant new product or service and/or agreement;
- (b) a matter relating to new financing;
- (c) gain or loss of a significant customer or supplier;
- (d) earnings-related information, including preliminary financial results;
- (e) a pending or proposed merger, acquisition, joint venture, tender offer or exchange offer;
- (f) a pending or proposed sale or disposition of significant assets;
- (g) a change in dividend policy, declaration of a stock split or offering of additional securities;
- (h) impending bankruptcy or financial liquidity problems;
- (i) a change in senior management;
- (j) a change in auditors or notification that an audit report can no longer be relied upon;
- (k) a change in credit rating; or

(l) significant litigation, settlement of such litigation or notification from a governmental or regulatory agency (for example, the Securities and Exchange Commission) or from the NYSE.

It is important to understand that either positive or negative information may be considered material.

Provisions of the U.S., state and local securities laws and regulations prohibit persons having material inside information, including all employees, officers, directors and agents of the Company, from purchasing, selling or otherwise trading in the securities of, or in any manner disclosing such information concerning, the Company or other companies until after the information has been published to the general public. Information is considered to be available to the public only when it has been released to the public through appropriate channels (for example, by means of a press release or a filing with the Securities and Exchange Commission) and enough time has elapsed to permit the investment market to absorb and evaluate the information. Once public release has occurred, information will normally be regarded as absorbed and evaluated at the close of the second full trading day after the date on which the appropriate public release has occurred. These laws prohibit selling securities while in possession of unfavorable inside information to avoid losses, as well as purchasing securities while possessing favorable inside information to obtain profits.

It is equally imperative that directors, officers and employees not discuss important business developments involving the Company, any of its subsidiaries or any other relevant entity, in even the most casual manner, with family, friends or outsiders – or even other officers and employees who do not need to have such information – prior to full public disclosure. Giving a “tip” to someone else based on inside information is illegal. For more detailed information please refer to our policy entitled “Policy on Insider Trading” and/or our policy entitled “Disclosure and Regulation FD Policy.”

3. Trade Association Activities. Trade association meetings, when properly conducted, are perfectly lawful. However, these meetings provide opportunities for informal gatherings of competitors and can be a spawning ground for anticompetitive activities. If such gatherings are followed by suspect behavior, an inference of an unlawful agreement may arise. For these reasons, if you are present when a discussion begins to stray into a prohibited area, you should immediately state your objection to the discussion. If the discussion continues, the proper course of action is to withdraw conspicuously from the group. Any incident involving the discussion of competitively sensitive topics at a trade association meeting should be reported to the Compliance Committee immediately.

A trade association may legitimately conduct programs at which information about past average industry prices is compiled and disseminated to its membership. An association may also compile and publish various other kinds of industry statistics. In any case where statistical reporting programs of this kind are undertaken for the first time or where the association is modifying an existing program, our submission of information to be used in the program must be reviewed and approved by the Compliance Committee.

In certain cases, trade associations may legitimately undertake the publication of product standards, certification of products, industrial joint research programs, publication of codes of ethics or advertising codes, credit information service, special lobbying programs, sponsorship of discussions of labor relations practices or similar activities. In any such case,

our participation in the program must be reviewed and approved in advance by the Compliance Committee.

G. Government Relations.

1. Political Activity. You may participate in political activities, provided that these activities are on your own time, do not interfere with your work and are not done in a context that identifies them with the Company.

2. Political Contributions in the United States. We do not make corporate political contributions in connection with any U.S. federal election. We do make political contributions in connection with U.S. state and local elections where corporate contributions are permitted by law; however, in no case, will such contributions exceed the contribution limits set forth under the applicable governing laws. This prohibition includes performance of services or providing anything of value by a director, officer or employee as part of their duties for the Company. Certain expenditures of Company funds in connection with proper lobbying activity are permissible, but only following consultation with the Compliance Committee. Personal political contributions will not be reimbursed. Use of Company facilities or other assets for the benefit of political candidates or parties must both be in compliance with all applicable laws and approved in advance by the Chief Executive Officer.

3. Foreign Payments. The Foreign Corrupt Practices Act (“FCPA”) prohibits our directors, officers and employees from offering or paying any money or other item of value, directly or indirectly, to any non-U.S. government official, non-U.S. political party or its officials, or candidate for public office, for the purpose of improperly obtaining or maintaining business or influencing governmental action favorable to the Company. Such prohibited payments include consulting, broker’s, finder’s or other fees paid to third parties where there is reason to believe that any part of such fees will be distributed to, or for the benefit of, non-U.S. officials or political parties for those improper objectives.

We are committed to full compliance with the requirements and spirit of the FCPA, and equivalent anti-bribery laws in non-U.S. jurisdictions. Therefore, payments, gifts or entertainment, regardless of amount, to non-U.S. government officials and personnel to obtain or maintain a business relationship with us are prohibited without prior consultation with the Compliance Committee.

4. Government and Regulatory Investigations. It is our policy to fully cooperate with government and regulatory investigations and inquiries. If you become aware of any investigation involving the Company, or you believe that a government or regulatory investigation or inquiry is imminent, this information should be communicated immediately to the Compliance Committee. You are expected to comply with the directions of the Compliance Committee in this regard.

Appropriate handling of government and regulatory investigations is very important. Violations of any of the laws regulating the conduct of our business, including antitrust, securities, occupational health and safety, environmental, tax and financial laws, can result in both civil and criminal penalties. Criminal penalties may also apply to those individuals within the Company who actually took the actions that violated the law or failed to take actions that resulted in a violation of the law.

Therefore, you should never, under any circumstances, do any of the following:

- (a) destroy any Company documents in anticipation of, or after receiving, a request for those documents from any government or regulatory agency or a court;
- (b) alter any Company documents or records in an attempt to defraud or mislead;
- (c) lie or make any misleading statements to any governmental or regulatory investigator; or
- (d) attempt to get anyone else to engage in these prohibited activities.

Documents and records in this context include any material, whether written, electronic or in any other format.

H. Equal Employment Opportunity Policy.

1. Employment Discrimination. We are committed to maintaining a workplace free of discrimination on the basis of any protected characteristic, including race, color, national origin, sex, age, religion or disability (the “Protected Characteristics”), and will take appropriate measures to prevent and/or stop it. Employment discrimination occurs when an employee is adversely affected with respect to any term or condition of employment (including hiring, compensation, advancement, discipline or termination) because of a Protected Characteristic.

2. Sexual and Discriminatory Harassment. We will not tolerate harassment based on any Protected Characteristic, and will take appropriate measures to prevent and/or stop any such harassment. Harassment is broadly defined as any conduct, whether verbal or physical, that denigrates, insults or offends a person or group on the basis of a Protected Characteristic where (i) submission to such conduct is made an explicit or implicit term or condition of employment, (ii) submission to or rejection of such conduct is used as a basis for any employment decision, or (iii) such conduct has the purpose or effect of interfering with an employee’s work performance or creating an intimidating, offensive or hostile work environment.

3. Retaliation. We will not tolerate retaliation against any employee who seeks to enforce his or her right to work in an environment free of unlawful discrimination or harassment or who makes a good faith report to his or her manager, the human resources department or the Compliance Committee. Retaliation includes (i) taking or threatening to take adverse action against an employee because he or she has made a good faith report or complaint about discrimination, sexual harassment, discriminatory harassment or retaliation, because he or she has participated or assisted in an investigation of an alleged violation of this policy or because he or she has otherwise sought to enforce his or her rights under any employment law, and/or (ii) threatening to take adverse action against an employee unless he or she agrees not to make a report about discrimination, sexual harassment, discriminatory harassment or retaliation, participate in an investigation of an alleged violation of this policy or conceal the truth in such an investigation.

4. Reasonable Accommodation. We are committed to providing reasonable accommodation to enable qualified employees with disabilities to perform the essential functions of their jobs. Depending on the circumstances, reasonable accommodation may include modifying the work environment, making facilities accessible, restructuring a job, adjusting work schedules, granting leave or other measures. We are also committed to providing reasonable accommodation of an employee's sincere religious observances and beliefs that conflict with normal job requirements. Any employee who believes he or she needs accommodation based on disability or religion is responsible for bringing the matter to the attention of his or her manager and the human resources department. In the case of disability, the employee may be required to provide medical documentation establishing the existence of a disability, any job-related restrictions and the estimated length of time for which accommodation is needed. The Company will keep all medical information confidential to the greatest extent practicable.

I. Safety, Health and the Environment. We are committed to high standards of safety and employee protection. The Company shall comply with all applicable government safety, health and environmental regulations, and establish systems to provide a safe and healthy workplace. You should be aware of, and follow, Company security procedures, including evacuation plans. You are also responsible for working safely to avoid risk to yourself and your colleagues, identifying and reporting unsafe working conditions or breaches of security and reporting injuries in the workplace.

ADMINISTRATION OF THE CODE

This Code is administered by the Compliance Committee, as designee of the Nominating and Corporate Governance Committee. Unless stated otherwise in this Code, all disclosures required by this Code, requests for interpretation of any provision of this Code, and questions concerning this Code should be submitted to the Compliance Committee in writing (electronically or otherwise) or by telephone, using the Compliance Committee member contact information or the toll-free hotline or website as described above.

From time to time you will be required to review this Code and acknowledge in writing your understanding and compliance with this Code. Where disclosure is required, you should consistently update the Compliance Committee on a regular basis.

At any time the Board of Directors, upon recommendation of the Nominating and Corporate Governance Committee, may supplement or amend this Code for a particular department by issuing in writing more specific and/or stringent guidelines on any of the standards or policies in this Code, and if you are a member of that department, you shall be obligated to comply with those more specific and/or stringent guidelines.

OUR RESPONSIBILITIES

Each of us at the Company is responsible for conducting ourselves in a manner that upholds the Company's standards and values. We are all accountable for our business conduct, must obey the laws which apply to our business, and must live up to the standards and values expressed in this Code. Your actions will be reviewed under this Code and applicable laws. If you do not act according to this Code and applicable laws, you may be subject to disciplinary action, including suspension, reduction in salary, demotion or termination. We at the Company

cannot and will not compromise compliance with this Code or applicable laws to meet financial plans or maximize profits.

In addition to Company disciplinary actions, violations of many provisions of this Code are against the law and may subject a violator and/or the Company to severe penalties, fines or other consequences.

You have a responsibility to comply with the procedures set forth in the section titled “Individual and Management Responsibility” of this Code with respect to the prompt notification of the appropriate parties of any violations of this Code. As previously stated, you will not be subject to reprisals for reporting, in good faith, actions you feel violate this Code. We expect you to fully cooperate in any investigation of an alleged violation or other business conduct.

Any waiver of this Code for executive officers or directors may be made only by the Board of Directors or the Nominating and Corporate Governance Committee, and will be promptly disclosed as required by the NYSE or applicable law.

Adopted by the Board of Directors: June 22, 2007, amended May 15, 2009, and October 27, 2009, and updated to reflect the Company name change on May 26, 2010.