

**COLOR KINETICS INCORPORATED  
CODE OF ETHICS**

**As Approved by the Board of Directors on October 25, 2005**

**I. GENERAL STATEMENT OF BUSINESS PHILOSOPHY**

Color Kinetics' success is founded in part on its strong commitment to its staff and its corporate values that include: Excellence, Integrity and Accountability. These values are reflected in our daily operations and in the way the staff conduct themselves. Color Kinetics' employees are expected to be individually accountable, and to perform their work with excellence and integrity while contributing to the team. This Code of Ethics also applies to non-employee directors of the Company, and references to employees in this Code of Ethics shall be deemed to refer to such directors as well.

The purpose of this Code of Ethics is to reaffirm and foster the ethical climate of Color Kinetics Incorporated and its subsidiaries (collectively, the "Company"), and to provide basic guidelines for action in situations in which ethical issues arise.

Each employee of the Company is responsible for the observance of this Code of Ethics. Failure to comply with any of the provisions of this Code of Ethics subjects the employee to disciplinary measures up to and including termination. If any employee has questions about this Code of Ethics, he or she may direct them to the Ethics Committee, the members of which are listed on Exhibit A. If an employee becomes aware that another employee has violated this Code of Ethics, he or she is obligated to report the violation in accordance with procedures set forth in Section VII below. It is a violation of this Code of Ethics for anyone, acting on behalf of the Company, to retaliate against an employee who in good faith reports a possible violation of this Code of Ethics.

This Code of Ethics is intended to supplement the Company's other Company policies. To the extent that the Code of Ethics is more comprehensive, it shall supersede all other Company policies.

**II. CONFLICTS OF INTEREST**

Situations in which an employee has personal interests that are incompatible with the interests of the Company should be avoided. The Company expects integrity from all its employees. The Company expects that no employee will knowingly place himself or herself in a position that would be, or have the appearance of being, in conflict with the interests of the Company. Conflicts of interest may not always be clear-cut, so employees with questions should consult with a member of the Ethics Committee.

**A. Accepting Gifts and Entertainment**

The Company's aim is to deter givers of gifts to employees of the Company from expecting, seeking or receiving special favors from the Company. The acceptance of any gift of more than

nominal value or entertainment that is more than a social amenity can appear to be an attempt to influence the recipient into favoring a particular customer, supplier or consultant. To avoid improper relations with current or prospective customers, suppliers and consultants, employees should observe the following guidelines when deciding whether or not to accept gifts or entertainment:

## **1. Gifts**

Gifts such as merchandise or products, as well as personal services or favors, may not be accepted unless they are of nominal value. Employees should consult with a member of the Ethics Committee before accepting any gifts of more than nominal value. Gifts of any amount may never be solicited. A gift of cash or securities may never be accepted. If you have a question as to what constitutes nominal value, please consult a member of the Ethics Committee.

In some international business transactions, it is customary and lawful for business leaders in a host country to give gifts to Company employees. These gifts may be of more than nominal value and under the circumstances returning the gifts or paying for them may be an affront to the giver. In any such situation, the gift must be reported to the employee's manager. In all other instances where gifts cannot be returned and offering to pay for them would adversely affect continuing business relationships, managers must be notified. In some cases, the Company at its sole discretion may retain the gift.

## **2. Entertainment**

Normal business entertainment by customers, suppliers or consultants, including but not limited to lunch, dinner, theater, a sporting event, and the like, is appropriate if of a reasonable nature and for a business purpose.

## **B. Outside Activities**

It is the policy of the Company that, except as otherwise specifically approved in writing by an employee's manager, each employee is expected to devote substantially all his or her efforts during normal business hours to the employee's duties on behalf of the Company. No employee is to engage in a "free-lance" or "moonlighting" occupation or activity that will materially encroach on the time or attention which should be devoted to the employee's duties, adversely affect the quality of work performed, compete with the Company's activities, imply sponsorship or support by the Company of another or adversely affect the good name of the Company. Employees who engage in other permitted employment may not use Company time, facilities, resources or supplies for such work without the prior written approval of the Ethics Committee.

In addition, without the consent of the Ethics Committee employees are prohibited from personally benefiting from opportunities that could be pursued by the Company and that come to their attention through the use of Company property, information or position. No employee may

use Company property, information or position for improper personal gain. Employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

### **C. Interests in Other Businesses**

Unless approved in advance by the Ethics Committee, neither an employee nor his or her spouse, domestic partner, or any other member of the employee's immediate family may directly or indirectly have a material financial interest (whether as an investor, lender, employee or other service provider) in a competitor, or in a customer or supplier. This prohibition does not apply to passive investments in a mutual fund or similar investment vehicle or in less than one percent (1%) of the outstanding stock of a publicly traded company.

## **III. COMPLIANCE WITH LAWS**

It is the policy of the Company to comply with all applicable laws, including, without limitation, employment, discrimination, health, safety, antitrust, securities and environmental laws. Company employees should conduct their business affairs in such a manner that the Company's reputation will not be impugned if the details of their dealings should become a matter of public discussion. Employees must not engage in any activity that degrades the reputation or integrity of the Company. No director or employee of the Company has authority to violate any law or to direct another employee or other person to violate any law on behalf of the Company.

We strive to do business with customers and suppliers of sound business character and reputation. We do not knowingly support any public or private organization that espouses illegal discriminatory policies or practices.

### **A. Securities Laws**

Employees may not trade in or recommend securities of the Company, or of its customers or other companies with which it does business, while in possession of material, non-public information about the Company or about such customers or other companies. The purchase or sale of a publicly traded security while in possession of material non-public information about the issuer of the security constitutes "insider trading," and is unlawful. Material information could include, for example, information about earnings, significant gains or losses of business, loss or signing of a significant contract, significant product announcements, or the hiring, firing or resignation of a director or officer of the Company or of such customer or other company. The securities laws and this Code of Ethics prohibit insider trading, as well as "tipping," which is communicating material, non-public information to anyone who might use it to purchase or sell securities. When in doubt, information obtained as an employee of the Company should be presumed to be material and non-public.

Employees are also prohibited from trading in Company stock, whether or not they possess material, non-public information, during designated blackout periods. Additional information concerning this blackout period policy, and compliance with securities laws generally that the Company includes in materials distributed to its employees.

Employees who have questions pertaining to the sale or purchase of a security under circumstances that might involve inside information or raise other securities law issues should consult with the Company's Chief Financial Officer or Legal Department.

## **B. Antitrust Laws**

Compliance with antitrust and competition laws around the world is essential. These laws generally prohibit "restraints of trade" which is certain conduct involving competitors, clients or suppliers in the marketplace. These laws are complex. Some types of anti-competitive conduct, such as restrictive agreements with competitors or agreements regarding minimum resale prices or price levels (e.g., discounts) for the Company's goods and services, are illegal under the antitrust laws of the United States and many other countries. Employees and other representatives of the Company must be alert to avoid even the appearance of any unlawful anti-competitive conduct.

This Code of Ethics is not intended as a comprehensive review of the antitrust laws, and is not a substitute for expert advice. If any employee has questions concerning a specific situation, he or she should contact the Chief Financial Officer or Legal Department before taking action.

## **C. Relationships with Foreign and Domestic Public Officials**

Some employees do business with federal, state or local government agencies. All employees engaged in business with a governmental body or agency must know and abide by the specific rules and regulations covering relations with public agencies. Such employees must also conduct themselves in a manner that avoids any dealings that might be perceived as attempts to influence public officials in the performance of their official duties.

Employees are free to exercise the right to make political contributions within legal limits. The Company will not request, require or reimburse any employee for political contributions, and employees should not attempt to receive or facilitate such reimbursements. Generally, no contribution may be made with the expectation of favorable government treatment in return.

In addition, the Ethics Committee must approve in advance any political activity or contribution by an employee, which might appear to constitute an endorsement or contribution by the Company.

Employees must also comply with the Foreign Corrupt Practices Act, which generally makes it unlawful to give anything of value to foreign government officials, foreign political parties, party officials, or candidates for public office for the purposes of obtaining, or retaining, business for the Company. Any questions about compliance should be directed to a member of the Ethics Committee.

## **D. Bribery, Kickback and Fraud**

No Company funds or assets, merchandise or products, or services shall be paid, loaned, provided or otherwise disbursed as bribes, "kickbacks," or other payments designed to influence

or compromise the conduct of the recipient. Company funds and assets, merchandise or products, or services shall never be used in furtherance of any fraudulent activity.

To illustrate the ethical standard the Company expects every employee to maintain, the following conduct is expressly prohibited.

- Payment of money, gifts, loans or other favors which are intended, or which might have the appearance of being intended, to influence business decisions or compromise independent judgment of another party in regard to such party's dealings with the Company; and
- Payment of rebates or "kickbacks" for obtaining business for the Company.

Reasonable commissions or similar payments consistent with industry practice and pursuant to written agreements entered into in the ordinary course of business and recorded on the books of the Company are not prohibited by this policy. Any employee found to be engaged in activities involving a bribe, kickback, or other unlawful payment, or attempting to initiate such activities, will be subject to termination and possible criminal proceedings. All employees have a responsibility to report any actual or attempted bribery, kickback or unlawful payment to the Ethics Committee.

**E. International Operations**

Laws and customs vary throughout the world, but all employees must uphold the integrity of the Company. When conducting business in other countries, it is imperative that employees be sensitive to foreign legal requirements and also to United States laws that apply to foreign operations. For example, the United States government uses economic sanctions and trade embargoes to further various foreign policy and national security objectives. Employees must abide by all economic sanctions or trade embargoes adopted by the United States. Inquires regarding whether a transaction on behalf of the Company complies with applicable foreign and United States laws should be referred to the Legal Department.

**IV. CORPORATE RECORDS**

**A. Maintenance of Books and Records**

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. The Company has adopted record keeping procedures to assist it in meeting its internal needs and the requirements of applicable laws and regulations. These established procedures must be followed to assure the complete and accurate recording of all transactions. All employees, within their areas of responsibility, are expected to adhere to these procedures, as directed by appropriate Company officers. For example, business expenses must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, you should consult the Travel and Expense Policy and other applicable Company policies. All transactions involving Company assets should be properly recorded. Unrecorded or "off the books" funds, assets or payments should never be maintained or made.

## **B. Document Retention**

The space available for the storage of Company documents, both on paper and in electronic form, is limited and expensive. Therefore, periodic discarding of documents is necessary. On the other hand, there are legal requirements that certain records be retained for specific periods of time. Before disposing of documents, employees should consult the Chief Financial Officer or the Legal Department. Employees who are unsure about the need to keep particular documents should consult with the Legal Department so that a judgment can be made as to the likelihood that the documents will be needed.

Whenever it becomes apparent that documents of any type may be required in connection with a lawsuit or government investigation, all possibly relevant documents should be preserved, and ordinary disposal or alteration of documents pertaining to the subjects of the litigation or investigation should be immediately suspended. If an employee is uncertain whether documents under his or her control should be preserved because they might relate to a lawsuit or investigation, he or she should contact the Legal Department.

## **C. Accounting Records**

Any accounting adjustments that materially depart from generally accepted accounting principles (“GAAP”) must be approved by the Audit Committee of the Board of Directors and reported to the Company’s independent auditors. In addition, all material off-balance-sheet transactions, arrangements and obligations, contingent or otherwise, and other relationships of the Company with unconsolidated entities or other persons that may have material current or future effects on the financial condition, results of operations, liquidity, capital expenditures, capital resources or significant components of revenues or expenses must be disclosed to the Audit Committee and the Company’s independent auditors.

No employee may interfere with or seek to improperly influence, directly or indirectly, the auditing of the Company’s financial records. Violation of these provisions shall result in disciplinary action, up to and including termination, and may also subject the violator to substantial civil and criminal liability.

If an employee becomes aware of any improper transaction or accounting practice concerning the resources of the Company, he or she should report the matter immediately as provided in our Procedures Regarding Complaints and Concerns About Accounting Matters, attached hereto as Exhibit B. There will be no retaliation against employees who report in good faith questionable accounting or auditing matters.

## **D. Duties of President /Chief Executive Officer, Chief Financial Officer and Senior Financial Personnel**

This Code of Ethics is intended and designed to promote full, fair, accurate, timely and understandable disclosure in the Company’s SEC filings and other public communications. The

chief executive officer (“CEO”), President, and all senior financial personnel, including the chief financial officer (“CFO”) and controller, hold an especially important and elevated role in corporate governance. They are vested with both the responsibility and authority to protect, balance, and preserve the interests of all of the Company’s stakeholders, including shareholders, clients, employees, suppliers, and citizens of the communities in which business is conducted. They fulfill this responsibility by prescribing and enforcing the policies and procedures employed in the operation of the Company’s finance department, and by taking the following actions:

The CEO, President, CFO and senior financial personnel will exhibit and promote the highest standards of honest and ethical conduct through the establishment and operation of policies that:

- Encourage professional integrity in all aspects of the finance department, by fostering responsible behavior and eliminating fear of reprisals or similar action from the finance department and the Company itself;
- Prohibit and eliminate the occurrence of conflicts between what is in the best interest of the Company and what is in the material personal interest of the CEO, President, CFO or members of the finance department;
- Provide opportunities to and encourage members of the finance department to inform senior management of deviations in practice from policies and procedures governing honest and ethical behavior;

The CEO, President, CFO and senior financial personnel will establish and manage the Company’s reporting systems and procedures to provide a reasonable level of assurance that:

- Business transactions are properly authorized and completely and accurately recorded on the Company’s books and records in accordance with GAAP and established Company financial policy;
- The retention or proper disposal of Company records is in accordance with applicable legal and regulatory requirements; and
- The financial reports of the Company are made in accordance with applicable laws.

## **V. EMPLOYEE POLICIES**

The Company is committed to fostering a work environment in which all individuals are treated with respect and dignity. Violence and threatening behavior are not permitted. Each individual should be permitted to work in a business-like atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including harassment. Therefore, the Company expects that all relationships among persons in the workplace will be business-like and free of unlawful bias, prejudice and harassment. It is the Company’s policy to provide equal employment opportunity without discrimination or harassment on the basis of race, color,

national origin, religion, sex, age, sexual orientation, disability, or any other status protected by law. The Company's Equal Employment Opportunity, Anti-Harassment Policies and other employee policies are posted in the Boston office and can be found electronically on the company's shared drive under the Human Resources folder.

## **VI. COMPLIANCE WITH THE CODE OF ETHICS**

The Code of Ethics will be provided to each employee. It shall be the employee's responsibility to review, understand and follow it and to raise any questions regarding the Code to their manager and director or a member of the Ethics Committee. In addition, all employees are expected to perform their work with honesty and integrity in any areas not specifically addressed by the Code of Ethics. A violation of this Code of Ethics may result in appropriate disciplinary action including the possible termination from employment with the Company, without additional warning.

The Company strongly encourages dialogue among employees and their supervisors to make everyone aware of situations that give rise to ethical questions and to articulate acceptable ways of handling those situations. Employees should whenever possible attempt to resolve questions before taking actions that they believe may involve ethical issues. The Code of Ethics reflects general principles to guide employees in making ethical decisions and is not intended to address every situation. Nothing in this Code of Ethics prohibits or restricts the Company from taking any disciplinary action on any matters pertaining to employee conduct, whether or not they are expressly discussed in this document. The Code of Ethics is not intended to create any express or implied contract with any employee or third party.

The Audit Committee of the Board of Directors of the Company has the exclusive responsibility for the final interpretation of the Code of Ethics. The Code of Ethics may be revised, changed or amended at any time by the Board of Directors of the Company or its designated committee.

## **VII. REPORTING SUSPECTED NON-COMPLIANCE**

### **A. General Policy**

To assist in the administration of the Code of Ethics, the Company has established an Ethics Committee. The Committee is comprised of the Director of Human Resources, Chief Financial Officer and Corporate Counsel. All employees should feel safe about reporting any ethical violations or accounting concerns and from any reprisals. Because failure to report criminal activity can itself be understood to condone the crime, employees are required to come forward with any such information, without regard to the identity or position of the suspected offender. Failure to report knowledge of wrongdoing may result in disciplinary action against those who fail to report.

### **Reporting of Ethical Concerns**

As part of its commitment to ethical and legal conduct, the Company expects its employees to bring to the attention of the Ethics Committee, or any of the people it designates, information about suspected violations of this Code of Ethics by any Company employee or agent.

**Reporting of Accounting Concerns**

Employees who have information about suspected improper accounting, internal control or auditing matters may bring it to the attention of a member of the Ethics Committee or to a member of the Audit Committee, or may submit an anonymous complaint as provided below.

**B. Complaint Procedure**

Notification of Complaint - Information about known or suspected violations by any employee should be reported promptly. The notification should specify in reasonable detail the nature of the complaint and the persons involved in and with knowledge of the violation. It should be accompanied by any supporting documentation. Notification may be verbal or written. If the notification is verbal, it may be made to any member of the Ethics Committee or Audit Committee, or on an anonymous basis by contacting either the Ethics Committee Chairperson as provided on Exhibit A or the Sarbanes-Oxley Compliance Line, also as provided on Exhibit A. Written notices may be deposited in the Ethics Committee’s or Audit Committee’s mailbox located in the Company’s Boston, MA office, or delivered to any member of the Ethics or Audit Committee. Contact information for members of the Ethics Committee, as well as the Company’s Audit Committee, is set forth in Exhibit A.

Investigation - Reports of violations will be investigated under the Ethics Committee’s supervision, as it finds appropriate. Reports to the Ethics Committee that relate to accounting, internal control or auditing matters may be referred by the Ethics Committee to the Audit Committee for investigation in accordance with that Committee’s procedures, attached as Exhibit B. Employees are required to cooperate in the investigation of reported violations.

Confidentiality – To the extent practical and appropriate under the circumstances, neither the Ethics Committee nor, if applicable, the Audit Committee, will disclose the identity of anyone who reports a suspected violation or who participates in the investigation. Employees should be aware that the Ethics Committee or, if applicable, the Audit Committee, and those assisting the applicable Committee are obligated to act in the best interests of the Company.

Protection Against Retaliation - Retaliation in any form against an individual who reports a violation of this Code of Ethics or of law in good faith, even if the report is mistaken, or who assists in the investigation of a reported violation, is a serious violation of this policy. Acts of retaliation should be reported immediately to a member of the Ethics Committee and will result in appropriate disciplinary action.

**C. Waivers**

While some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in very limited cases exceptions may be possible. Any employee who believes that an exception to any of these policies is appropriate should first contact his or her manager or director. If the manager or director agrees that an exception may be appropriate, the approval of the Ethics Committee must be obtained. The Ethics Committee will be responsible for determining whether a waiver will be permitted and for communicating such decision to the requesting individual. The chairperson of the Ethics Committee will be responsible for maintaining a complete record of all requests for exceptions to any of these provisions and the disposition of such requests.

Any executive officer or member of the Board of Directors who seeks an exception to any of these policies should contact the Board of Directors. Any waiver of this Code for executive officers or directors or any change to this Code that applies to executive officers or directors may be made only by the Board of Directors and will be disclosed as required by law or the listing standards of Nasdaq.

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This Code of Ethics shall be distributed to each employee and member of the Board of Directors of the Company.

## EXHIBIT A

### How to Contact the Ethics Committee and Audit Committee

#### Ethics Committee

Written information may be mailed to the Ethics Committee in care of the Company or deposited in a sealed envelope in the Ethics Committee's mailbox located in the mailroom at the Company's Boston, MA office. You may also contact individual members of the Ethics Committee using the following information:

<u>Name</u>	<u>E-Mail Address</u>	<u>Telephone Number</u>	<u>Mailing Address</u>
Amy Higgins (Chairperson)	ahiggins@colorkinetics.com	(617)701-2328	Each c/o Color Kinetics Incorporated 10 Milk Street, Suite 1100 Boston, MA 02108
David Johnson	david@colorkinetics.com	(617)701-2222	
Peter Karol	pkarol@colorkinetics.com	(617)701-2326	

#### Audit Committee

Written information may be mailed to the Audit Committee in care of the Company or deposited in a sealed envelope in the Audit Committee mailbox located in the mailroom at the Company's Boston, MA office. You may also contact individual members of the Audit Committee using the following information:

<u>Name</u>	<u>E-Mail Address</u>	<u>Telephone Number</u>	<u>Mailing Address</u>
James O'Connor (Chairperson)	jamesfoconnor@comcast.net	(617) 227-2040	Each c/o Color Kinetics Incorporated 10 Milk Street, Suite 1100 Boston, MA 02108
Elisabeth Allison	<a href="mailto:liz_allison@att.net">liz_allison@att.net</a>	(617) 803-2535	
William O'Brien	<a href="mailto:wobrien@enterasys.com">wobrien@enterasys.com</a>	(978)684-1001	

To leave an anonymous, confidential verbal message for the Audit Committee or Ethics Committee, you may also call the Director of Human Resources at 617-701-2328 at any time.

To contact the Sarbanes-Oxley Compliance Line, please call 800-361-8736. This line is available twenty four (24) hours a day, seven days a week, and is staffed by a third party organization.

## **EXHIBIT B**

### **PROCEDURES REGARDING COMPLAINTS AND CONCERNS ABOUT ACCOUNTING MATTERS**

The Sarbanes-Oxley Act of 2002 requires audit committees to establish procedures for:

- i. the receipt, retention, and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters; and
- ii. the confidential, anonymous submission by employees of the company of concerns regarding such matters.

Accordingly, the Audit Committee of Color Kinetics Incorporated has adopted the procedures set forth below.

#### **A. Receipt, Retention and Treatment of Complaints.**

##### **1. Receipt.**

Any officer, director or other employee of the Company who receives a complaint, whether from an employee of the Company or any other person, regarding accounting, internal accounting controls or auditing matters (a "Complaint") shall promptly advise the Company's Ethics Committee of the receipt and substance of the Complaint.

Promptly upon being advised of such a Complaint, a member of the Ethics Committee (or, if such Complaint is received by a member of the Audit Committee, such member) shall inform the Chair of the Audit Committee of the substance of the complaint and forward copies of any writing or other documentation from another person in connection with the Complaint to the Chair of the Audit Committee. Notwithstanding the requirement to inform the Chair of the Audit Committee, a member of the Ethics Committee being advised of a Complaint may elect not to so inform the Audit Committee if (a) he or she determines that the Complaint is frivolous or without merit and (b) all of the members of the Ethics Committee agree with that determination.

Complaints may also be made to the Ethics Committee or Audit Committee on an anonymous basis by a written submission deposited in the Ethics Committee or Audit Committee's mailbox, or delivered to any member of the Audit Committee or by leaving a confidential message on the voice mail of (617) 701-2328. Complaints may also be made anonymously by calling the Sarbanes-Oxley Compliance Line 24 hours a day, seven days a week, at 800-361-8736.

##### **2. Retention.**

The Ethics Committee shall retain all writings and other documentation received in connection with a Complaint, in a secure area, for at least five (5) years from the receipt.

### **3. Treatment.**

The Audit Committee shall review matters. at its regularly scheduled meetings, raised by any Complaint received directly by any member of the Committee or that are referred to it by the Ethics Committee. If the Chair of the Audit Committee determines, in his or her reasonable judgment, that the matters raised in the Complaint should be addressed prior to the next regularly scheduled meeting of the Audit Committee, the Chair shall call a special meeting of the Audit Committee to be held at a sooner time.

The Audit Committee may invite the members of the Ethics Committee and any other employees of the Company, as well as representatives of the Company's independent auditors or its outside legal counsel, to attend all or a portion of the meeting at which a discussion of the Complaint is scheduled. In addition, the Audit Committee may engage independent counsel and other advisers, as it may deem necessary, in evaluating and responding to the Complaint. At the meeting, the Audit Committee shall discuss and evaluate the merits of the Complaint and authorize such responses and follow-up actions, if any, as it deems necessary and appropriate, to address the substance of the Complaint.

#### **B. Employee Submissions.**

Employees of the Company who harbor any concerns regarding questionable accounting or auditing matters should contact any member of the Ethics Committee or any member of the Audit Committee. The names of and contact information for each of those persons are attached to this Code as Annex A. Employees may also contact the Sarbanes-Oxley Compliance Line 24 hours a day, seven days a week, at 800-361-8736.

An employee who wishes to raise concerns anonymously may do so by submitting such employee's concerns in writing to any of the persons named on Annex A or by leaving a confidential message on (617) 701-2328, or by calling the Sarbanes-Oxley Compliance Line. Written information may be mailed to the Audit Committee in care of the Company or deposited in a sealed envelope in the Audit Committee mailbox located at the Company's Boston, MA office. You may also contact individual members of the Audit Committee. Even if an employee submits concerns other than anonymously, the Company will endeavor to protect the privacy and confidentiality of that employee to the extent possible. In any event, no employee will be penalized for reporting a concern (unless that employee is found to have knowingly and willfully made a false report).

All concerns regarding questionable accounting, internal controls or auditing matters will be treated in the same manner as Complaints received under Section A above (concerning receipt, retention and treatment of Complaints).

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These procedures shall be distributed to each employee of the Company as part of its Code of Ethics.

