

Prentiss
Properties
Trust

CODE OF CONDUCT

a charter for ethical conduct
at Prentiss Properties



Prentiss Properties Trust

3890 West Northwest Highway, Suite 400

Dallas, Texas 75220

214.654.0886

www.prentissproperties.com

Rev. January, 2005



Employee Acknowledgement of Receipt of Code of Conduct

I have been provided with a copy of the Code of Conduct of Prentiss Properties Trust. I acknowledge that I have read the Code and understand my responsibilities under it. I further acknowledge that I should follow the compliance procedures described in the Code if I have any questions or concerns. Lastly, as of the date below, I acknowledge that neither I nor anyone that I am aware of has violated any of the terms of the company's Code of Conduct. If I am aware of any violations or possible violations, I have talked to my supervisor or called the company's 24 hour hotline (at 1-866-376-4136) regarding such violations or possible violations.

Employee Name: _____

Date: _____



To our employees

We all serve our customers, shareholders, and clients by providing the highest quality real estate and management services possible. We seek to do so through hard work, honesty, and absolute and unwavering integrity. The Prentiss Properties Trust Code of Conduct is our charter for ethical conduct requiring each of us individually to accept the responsibility to maintain the high standards so very necessary for a successful company. Personal integrity is the cornerstone of our success. Each of us should be proud of our company and each of us must be diligent to ensure that high standards of ethical practice are continued as a way of life in the future.

The contents of this booklet contain management expectations for business conduct and apply to the actions of every trustee, employee and agent of the company, from those who perform entry level functions to senior officers. It is important that you read this Code, that you fully understand it and that you comply with its provisions. Do not hesitate to seek clarification if you have any questions regarding how these guidelines apply to you.

Adhering to this Code is essential. You will be asked to sign a statement, as I have done, signifying compliance. I have also signed a statement confirming that I have read this Code carefully, and I expect you to do the same by signing the confirmation form that appears on the final page.

Our future success and reputation depend on the way in which we conduct our business. I urge you to be diligent in following the letter and spirit of this Code because our reputation for excellence relies on your personal adherence to these principles. Should you have any questions, comments or concerns regarding the provisions of this Code, please call one of the contacts listed in this Code, call our Legal Counsel at **214-654-5786**, our head of Human Resources at **214-654-5734** or utilize our anonymous 24-hour Code Hotline at **1-866-376-4136**.

Thomas F. August
President and
Chief Executive Officer

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Note: This Code and related policies are current as of January 1, 2005. In adopting and publishing these guidelines, you should note that (1) in some respects our policies may exceed minimum legal requirements or industry practice, and (2) nothing contained in this Code should be construed as a binding definition or interpretation of a legal requirement or industry practice.

Please note that this Code is not an employment contract and does not modify the employment relationship between us and you. Your employment is at-will, meaning you can end your employment at any time for any reason, and the company has the same right. This can only be modified by written agreement signed by you and the company. We do not create any contractual rights by issuing these policies, and we reserve the right to amend, alter and terminate policies at any time as circumstances warrant. That being said, issues of integrity, credibility and trustworthiness are core values that will not be amended, altered or revised.

To obtain additional copies of this Code, you may contact the Human Resources Department or access it from the web at <http://www.prentissproperties.com>.

**PLEASE FILL OUT AND RETURN THE ENCLOSED
STATEMENT OF COMPLIANCE CARD
WITH CONFIDENTIAL ENVELOPE**

If you have a question or concern as to whether specific behavior is a violation of corporate policy, please fill out the following inquiry form and return it to the Human Resources Department, or utilize our anonymous 24-hour Code Hotline at 1-866-376-4136.

Name _____

Date _____

Please describe your question or concern in as much detail as possible.

If you would like us to contact you or respond to you at home, please provide the following information:

Home Address _____

Phone No. _____

I certify that the information stated above is true and correct to the best of my knowledge. I understand that any disclosures I make are subject to review and investigation. I understand that my disclosures may be reviewed by other appropriate Company personnel who will use said information to conduct a reasonable inquiry.

I understand that the disclosures that I make will be held confidential and I will suffer no retaliation for reporting concerns.

Signature _____

Date _____

Prentiss Properties stands for integrity, credibility and trustworthiness. These are more than ideals; they are the essence of our business policy. They are standards that every one of us must meet in all business dealings and conduct.

Our high business standards will be more effectively carried out in practice if there is a clear expression and understanding of the kinds of conduct that are against company policy. That is the purpose of our Code of Conduct.

Your Responsibilities

It is the responsibility of every one of us to read this Code, to understand it, and to comply with all applicable laws, rules and regulations and all provisions of this Code and its related policies and procedures. Each of us must report any violations of laws, rules, regulations or this Code to the appropriate personnel. Failure to report such violations, and failure to follow the provisions of this Code may have serious legal ramifications and may result in disciplinary steps. Such disciplinary actions may include termination of your employment.

An indication of how seriously we take this Code is evident in the multiple ways we have established for our employees, trustees and agents to report violations or ask questions regarding the Code:

- 1) 24-hour hotline (1-866-376-4136)
- 2) Confidential Fax (214.654.5789)
- 3) Internet (www.openboard.info/pp/)
- 4) Head of Human Resources
(214-654-5734, or pp.hr@openboard.info)
- 5) Audit Committee of the Board of Trustees (pp@openboard.info)
- 6) Your supervisor
- 7) Chief Financial Officer (214-654-5885)
- 8) Legal Counsel (214-654-5786)

To remain anonymous, use the 24-hour hotline or confidential fax number. If your call relates to our financial statements, internal accounting controls or other accounting or financial matters, contact the Audit Committee using the email address or anonymous 24-hour hotline provided above, or contact our senior financial officers.

Complying with the Code

This Code summarizes certain laws and the ethical policies that apply to all of our employees (the term “employees” as used in this Code includes consultants, contractors and agents of the company), officers and trustees. Several policy summaries in this Code refer to more detailed policies that either (1) concern more complex company policies or legal provisions, or (2) apply to select



groups of individuals within our company. If these additional policies are applicable to you, it is important that you read, understand, and comply with them. Copies of these policies are contained in our Human Resources Policies and Procedures Handbook (also available via the Prentiss Properties employee portal). If you have questions as to whether any detailed policies apply to you, contact your supervisor or the Human Resources Department.

Situations that involve ethics, values and violations of certain laws are often complex. No single code of conduct can cover every business situation that you will encounter. If you do not understand a provision of this Code, are confused as to what actions you should take in a given situation, think you need to report a violation of the law or this Code, or are trying to report a violation of the law or this Code, you should follow the compliance procedures contained in the "Asking for Help and Reporting Concerns" section of this Code. Those procedures will generally direct you to utilize our 24-hour hotline, discussed above, or talk to either your immediate supervisor, our head of Human Resources, our Legal Counsel or other appropriate individuals. The thrust of our procedures is **when in doubt, ask**. There are few situations that cannot be resolved if you discuss them with the appropriate individual or individuals in an open and honest manner.

Your Approach to Complying With the Code

After reading this Code, you should:

- Have a thorough knowledge of the Code’s terms and provisions.
- Be able to recognize situations that present legal or ethical dilemmas.
- Be able to deal effectively with questionable situations in conformity with this Code.

In order to accomplish these goals, we recommend that you take the following steps:

- Read the entire Code thoroughly.
- If there are references to more detailed policies that are not contained in this Code, obtain and read those policies if they apply to you.
- Think about how the provisions of this Code apply to your job, and consider how you might handle situations to avoid illegal, improper, or unethical actions.
- If you have questions, follow the compliance procedures contained in the "Asking for Help and Reporting Concerns" section of the Code.
- When you are faced with a situation and you are not clear as to what action you should take, ask yourself the following questions:
 - Is the action legal?
 - Does the action comply with this Code?
 - How will your decision affect others, including our customers, shareholders, employees and the community?
 - How will your decision look to others? If your action is legal but can result in the appearance of wrongdoing, consider taking alternative steps.
 - How would you feel if your decision were made public? Could the decision be honestly explained and defended?
 - Have you contacted your supervisor or otherwise followed the Code’s compliance procedures regarding the action?

To reiterate, **when in doubt, ask**.

If you have a question or concern as to whether specific behavior is a violation of corporate policy, please fill out the following inquiry form and return it to the Human Resources Department, or utilize our anonymous 24-hour Code Hotline at 1-866-376-4136.

Name

Date

Please describe your question or concern in as much detail as possible.

If you would like us to contact you or respond to you at home, please provide the following information:

Home Address

Phone No.

I certify that the information stated above is true and correct to the best of my knowledge. I understand that any disclosures I make are subject to review and investigation. I understand that my disclosures may be reviewed by other appropriate Company personnel who will use said information to conduct a reasonable inquiry.

I understand that the disclosures that I make will be held confidential and I will suffer no retaliation for reporting concerns.

Signature

Date

Asking for Help and Reporting Concerns

We take this Code seriously and consider its enforcement to be among our highest priorities. That's why we encourage open communication. **When in doubt, ask.** Whenever you have a question or concern, are unsure about what the appropriate course of action is, or if you believe that a violation of the law or this Code has occurred:

- You should talk with your immediate supervisor. He or she may have the information you need, or may be able to refer the matter to an appropriate source, including our Legal Counsel as circumstances warrant.
- If you are uncomfortable talking with your immediate supervisor, you may also contact any manager in our company with whom you feel comfortable, the Human Resources Department or our Legal Counsel or you may call the company's Code Hotline at 1-866-376-4136, which is available 24 hours a day.
- In addition, if you have concerns or complaints about accounting or audit matters or our internal accounting controls, you may confer with your immediate supervisor, our chief financial officer, or you may submit your concern or complaint, on an anonymous basis, to the audit committee of our board of trustees by calling the toll free number 1-866-376-4136.
- If you would rather submit your question or concern in writing, you may also complete the Inquiry Form and mail it to Human Resources at the Corporate office or may fax your concerns or questions to our confidential fax number at 214-654-5789.

Helpful Contact Information

Chief Administrative Officer and Legal Counsel	214-654-5786
Chief Financial Officer	214-654-5885
Audit Committee	pp@openboard.info
Head of Human Resources	214-654-5734 pp.hr@openboard.info
Internet	www.openboard.info/pp/
Confidential Fax	214.654.5789
Anonymous 24-hour Hotline	1-866-376-4136

Fair Dealing

We have built a reputation as a trustworthy and ethical member of our community and our industry. We are committed to maintaining the highest levels of integrity and fairness within our company. When we fail to negotiate, perform or market in good faith, we may seriously damage our reputation and lose the loyalty of our customers. That's why we insist that you conduct business honestly and fairly. You should endeavor to deal fairly with our customers, contractors and even our competitors. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair practice.

Legal Compliance

First and foremost, our policy is to behave in an ethical manner and comply with all laws, rules and government regulations that apply to our business.

Antitrust Laws

Antitrust laws are designed to ensure a fair and competitive marketplace by prohibiting various types of anticompetitive behavior. Some of the most serious antitrust offenses occur between competitors, such as agreements to fix prices or to divide customers, territories or markets. Accordingly, it is important to avoid discussions with our competitors regarding pricing, terms and conditions, costs, marketing plans, customers and any other proprietary or confidential information.

Unlawful agreements need not be written. Be mindful of your conversations with competitors. You could inadvertently enter into an agreement based on informal discussions or the mere exchange of information with a competitor. If you believe that a conversation with a competitor enters an inappropriate area, end the conversation at once.

Whenever any question arises as to application of antitrust laws, you should consult with our Legal Counsel, and any agreements with possible antitrust implications should be made only with the prior approval of our Legal Counsel.

Anticorruption Laws

Conducting business with governments is not the same as conducting business with private parties. What may be considered an acceptable practice in the private business sector may be improper or illegal when dealing with government officials. Improper or illegal payments to government officials are prohibited. "Government officials" includes employees of any government anywhere in the world, even non-managerial employees or employees of

government-controlled entities, as well as political parties and candidates for political office. If you deal with such persons or entities, you should consult with our Legal Counsel to be sure that you understand these laws before providing anything of value to a government official.

If you are involved in transactions with foreign government officials, you must comply not only with the laws of the country with which you are involved but also with the U.S. Foreign Corrupt Practices Act. This act makes it illegal to pay, or promise to pay money or anything of value to any non-U.S. government representative for the purpose of directly or indirectly obtaining or retaining business. This ban on illegal payments and bribes also applies to agents or intermediaries who use funds for purposes prohibited by the statute.

In some countries it is permissible to pay government employees for performing certain required duties. These facilitating payments, as they are known, are small sums paid to facilitate or expedite routine, non-discretionary government actions, such as obtaining phone service or an ordinary license. In contrast, a bribe, which is never permissible, is giving or offering to give anything of value to a government official to influence a discretionary decision. Understanding the difference between a bribe and a facilitating payment is very important. You must have approval from our Legal Counsel before making any payment or gift to a foreign official.

This discussion is not comprehensive and you are expected to familiarize yourself with all laws and regulations relevant to your position with us, as well as all our related written policies on these laws and regulations. To this end, your supervisor and our Legal Counsel are available to answer your calls and questions, and provide you with all pertinent background information. If you have any questions concerning any possible reporting or compliance obligations, call and seek guidance from your supervisor, our Legal Counsel, or other individuals in management positions or call our 24-hour hotline.



Accurate and Complete Accounting

All information you record or report on our behalf, whether for our purposes or for third parties, must be done accurately and honestly. All of our records (including accounts and financial statements) must be maintained in reasonable and appropriate detail, must be kept in a timely fashion, and must appropriately reflect our transactions. Falsifying records or keeping unrecorded funds and assets is a severe offense and may result in prosecution and/or loss of employment. When a payment is made, it can only be used for the purpose spelled out in supporting documents.

No Retaliation

We will not retaliate against anyone who, in good faith, notifies us of a possible violation of law or this Code, nor will we tolerate any harassment or intimidation of any employee who reports a suspected violation. In addition, there are federal “whistleblower” laws that are designed to protect employees from discrimination or harassment for providing information to us or governmental authorities, under certain circumstances, with respect to certain laws such as those governing workplace safety, the environment, securities fraud and federal law relating to fraud against shareholders.

Approvals

Approvals required under this Code should be documented.

Waivers

Because our commitment to this Code is so strong, we will only grant waivers of it under the most unusual or compelling circumstances. Therefore, we expect that waivers will be granted very infrequently. If you would like to request a waiver of this Code for any reason, you must submit a detailed written statement to our Legal Counsel describing the nature of your request and explaining why you believe the waiver is appropriate. Our Legal Counsel will confer with the company’s Chief Executive Officer over the waiver request, and the Chief Executive Officer may deny a request for a waiver, but cannot approve one; only the independent non-employee members of our board of trustees may approve a request for waiver. If not denied by our Chief Executive Officer, then our Legal Counsel will forward appropriate waiver requests to the independent members of our board of trustees for consideration, and they will have the ultimate authority to decide whether to grant the waiver. We will publicly disclose all waivers of this Code as required by law or other applicable regulations.

Certifications

All new employees must sign a certificate confirming that they have read and understand this Code. We will also require an annual certification of compliance with the Code by all officers with the title of Vice President or above. However, failure to read the Code or sign a confirmation certificate does not excuse you from complying with this Code.

Employees and former employees who improperly use or disclose confidential information or who solicit current company employees for positions elsewhere will be subject to, as appropriate, (a) disciplinary action, up to and including termination of employment, (b) legal action deemed necessary to enforce this policy, or (c) both disciplinary and legal actions.

Administration of the Code Distribution

All of our trustees, officers and employees will receive a copy of this Code when they join our company. Updates of the Code will be distributed to all trustees, officers and employees.

Role of Supervisors and Officers

Supervisors and officers have important roles under this Code and are expected to demonstrate their personal commitment to this Code by fostering a workplace environment that promotes compliance with the Code and by ensuring that employees under their supervision participate in our company's compliance training programs.

Reporting Violations

All employees are obliged to report violations of this Code or the law and to cooperate in any investigations into such violations. We prefer that you give your identity when reporting violations, to allow the company to contact you in the event further information is needed to pursue an investigation, and your identity will be maintained in confidence to the extent practicable under the circumstances and consistent with enforcing this Code. However, you may anonymously report violations.

Investigations

We will initiate a prompt investigation following any credible indication that a breach of law or this Code may have occurred. We will also initiate appropriate corrective action as we deem necessary, which may include notifying appropriate authorities. For more information about our procedures in dealing with violations or suspected violations of this Code, you should contact our Human Resources Department and request our procedures relating to this Code.

Disciplinary Action

If you violate any provision of this Code, you may be subject to disciplinary action, up to and including discharge. Please be aware that we may seek civil remedies from you and if your violation results in monetary loss to us, you may be required to reimburse us for that loss. If you are involved in a violation, the fact that you reported the violation, together with the degree of cooperation displayed by you and whether the violation is intentional or unintentional, will be given consideration in our investigation and any resulting disciplinary action.

Information derived from our records is provided to our shareholders and investors as well as government agencies. Thus, our accounting records must conform not only to our internal control and disclosure procedures but also to generally accepted accounting principles and other laws and regulations, such as those of the Internal Revenue Service and the Securities and Exchange Commission. Our public communications and the reports we file with the Securities and Exchange Commission and other government agencies should contain information that is full, fair, accurate, timely and understandable in light of the circumstances surrounding disclosure. In this regard, all officers and employees involved in the preparation of such reports should become familiar with and adhere to the company's Internal Controls over Financial Reporting and Disclosure Controls and Procedures.

Our internal and external auditing functions help ensure that our financial books, records and accounts are accurate. Therefore, you should provide our accounting department, internal auditing staff, audit committee and independent public accountants with all pertinent information that they may request. We encourage open lines of communication with our audit committee, accountants and auditors and require that all our personnel cooperate with them to the maximum extent possible. It is unlawful for you to fraudulently influence, induce, coerce, manipulate or mislead our independent public accountants for the purpose of making our financial statements misleading.

If you are unsure about the accounting treatment of a transaction or believe that a transaction has been improperly recorded or you otherwise have a concern or complaint regarding an accounting matter, our internal accounting controls, financial statements or an audit matter, you should confer with your supervisor or the Chief Financial Officer, or you may submit your concern on an anonymous basis to the audit committee of our board of trustees by calling the toll free number 1-866-376-4136.

By calling the 24-hour hotline, you may direct your concern or complaint to the chairman of our audit committee, who will then present your concern or complaint to the full audit committee. Suspected breaches of financial policy which may directly or indirectly affect our business, must be reported and investigated. We will not retaliate against any employee for filing a good faith complaint or for providing information pursuant to or otherwise cooperating in a judicial proceeding or an investigation and will not tolerate or permit retaliation by management, employees or co-workers.



Record Retention

All information you record or report on our behalf, whether for our purposes or for third parties, must be done accurately and honestly. All of our records (including accounts and financial statements) must be maintained in reasonable detail, must be kept in a timely fashion, and must appropriately reflect our transactions. Recording data in a timely and truthful manner protects our company resources and meets the expectations of those people, including investors and customers, who rely on the accuracy of our books and records to perform their jobs. Falsifying records or keeping unrecorded funds and assets is a severe offense and may result in prosecution or loss of employment.

We will retain all books, records and statements in accordance with our record retention policies and all applicable laws and regulations. From time to time we are involved in legal proceedings that may require us to make some of our records available to third parties. Our Legal Counsel will assist us in releasing appropriate information to third parties and provide you (or your supervisor) with specific instructions. It is a crime to alter, destroy, modify or conceal documentation or other objects that are relevant to a government investigation or otherwise obstruct, influence or impede an official proceeding. The law applies equally to all of our records, including formal reports as well as informal data such as e-mail, expense reports and internal memos. If the existence of a subpoena or a pending government investigation is known or reported to you, you should immediately contact our Legal Counsel and you must retain all records that may pertain to the investigation or be responsive to the subpoena. Your supervisor and our Legal Counsel will be able to help you if you have any questions.



Conflicts of Interest

All of us must be able to perform our duties and exercise judgment on behalf of our company without influence or impairment, or the appearance of influence or impairment, due to any activity, interest or relationship that arises outside of work. Put more simply, when our loyalty to our company is affected by actual or potential benefit or influence from an outside source, a conflict of interest exists. We should all be aware of any potential influences that impact or appear to impact our loyalty to our company. In general, you should avoid situations where your personal interests conflict, or appear to conflict, with those of our company.

Any time you believe the potential for conflict of interest may exist, you must disclose it to your immediate supervisor or our Legal Counsel. Any activity that is approved, despite the actual or apparent conflict, must be documented. A

You should use company assets and funds only for legitimate business purposes so as to advance our strategic objectives. You are responsible for any company assets and funds in your possession or under your control. You should be mindful to protect these assets and funds from theft, misuse and waste. Leases, building and construction contracts and services should be granted on the basis of value, quality, price and other tangible criteria. Our assets and funds may never be used for an unlawful purpose. Careful safeguarding of our assets makes us more efficient and avoids the potential for loss and embarrassment to you and us. Theft, carelessness and waste also impair our profitability. If you become aware of theft, waste or misuse of our assets or funds or have any questions about your proper use of them, you should speak immediately with your immediate supervisor.



Confidentiality

As a general rule, confidential information includes all non-public information that might be of use to competitors, or harmful to us, our suppliers or customers if disclosed. In addition, information regarding the company's business plans and strategies, pricing, marketing, current and prospective customers, and personnel is considered confidential. Your knowledge about our business, employees, customers and others with whom we do business places you in a special position of trust and confidence. Unless required by law or the duties of your job to disclose this confidential information, you should always use the highest care to protect this confidential information from outside parties and other employees that are not authorized to see the information.

Information learned while working for us that is gained from outside parties should likewise be kept confidential. Our business relations are built on trust, and our customers and suppliers count on that trust. If you learn confidential information from them, you should keep that information confidential. Seek your supervisor's guidance in maintaining the confidentiality of such information if you have any concerns about your ability to do so.

As required by recent amendments to the Health Insurance Privacy and Portability Act (HIPPA), Prentiss Properties has adopted a privacy policy that protects employee health information.

Your obligations under this section of the Code extend beyond the conclusion of your employment with Prentiss Properties. For two years from the date your employment ends, you may not disclose confidential information as described above except as protected by law. Similarly, you agree that for a period of two years from the date your employment ends, you will not solicit any current company employee for employment elsewhere.

Systems Communications

We have established policies for the access and use of our electronic and telephonic communication systems (Systems). These Systems, which include computer networks, E-mail, voice mail, fax, internet and intranet access, are provided by the company to assist in the conduct of business. As such, systems hardware and software are company property. Furthermore, information or data composed, sent, received or stored using these Systems remains the property of the company.

The Systems are reserved solely for business purposes. Incidental personal use of telephones, fax machines, copy machines, personal computers, E-mail and similar equipment is generally allowed if there is no significant added cost to us, it does not interfere with your work responsibilities, it is not related to an illegal activity or outside business, and it complies with company policies, including the Code. We reserve the right and intend to exercise the right to review, audit, intercept, access and disclose all content created, received, stored in or sent over the Systems for any business purpose. Employees have no expectation of privacy in their use of the Systems.

Consistent with values expressed throughout this booklet, employees should be mindful that they represent us when using the Systems we provide. All content must be professional, ethical, legal and appropriate, and comply with company policies including the Code. Impermissible, offensive or disruptive content, includes but is not limited to, anything that contains sexual implications, racial slurs, gender-specific comments, or any other comment that offensively addresses someone's age, sexual orientation, religious or political beliefs, national origin, or disability. Display, transmission or storage of such matter is strictly prohibited.

Other principles that govern our Systems are contained in the Human Resources policies under the heading Communications (Electronic Media: E-mail, Telephone, Internet) Policy as well as in the Employee Guide to Technology Policies published by Information Systems. It is the responsibility of every Prentiss Properties employee to maintain awareness of and comply with Information Systems policies. Specific questions or reporting of violations of these policies may be addressed to the head of either Human Resources or Information Systems.

Safeguarding Corporate Assets

We must ensure that all abandoned or unidentified property of our customers is properly identified, reported and tendered to its rightful owner or escheated to the appropriate state abandoned property office. In no event may abandoned property be used for any purpose that is not permissible under law or is not consistent with the fact that it remains the property of an unknown or unidentified owner. We will not use or account for abandoned property in any improper or unlawful way.

potential conflict of interest that involves an officer must be approved by our board of trustees or its designated committee.

It is not possible to describe every conflict of interest, but some situations that could cause a conflict of interest include:

- Doing business with family members
- Having a financial interest in another company with whom we do business
- Taking a second job
- Managing your own business
- Serving as a director of another business
- Being a leader in some organizations
- Diverting a business opportunity from our company to another company or to yourself.

Doing Business with Family Members

A conflict of interest may arise if family members work for a vendor, customer or other third party with whom we do business. It also may be a conflict if a family member has a significant financial interest in a vendor, customer or other third party with whom we do business. A "significant financial interest" is defined below. Before doing business on our behalf with an organization in which a family member works or has a significant financial interest, an employee must disclose the situation to his or her immediate supervisor or our Legal Counsel and discuss it with them. Document the approval if it is granted. If the only interest you have in a customer or supplier is because a family member works there, then you do not need to disclose the relationship or obtain prior approval unless you deal with the customer or supplier.

"Family members" include your:

- Spouse
- Parents
- Children
- Brothers or sisters
- In-laws
- Life partner

Employing relatives or close friends who report directly to you may also be a conflict of interest. Although our company encourages employees to refer candidates for job openings, employees who may influence a hiring decision must avoid giving an unfair advantage to anyone with whom they have a personal relationship. In particular, supervisors should not hire relatives or attempt to influence any decisions about the employment or advancement of people related to or otherwise close to them, unless they have disclosed the relationship to their immediate supervisor or our Legal Counsel who has approved the decision.

Ownership in Other Businesses

Our investments can cause a conflict of interest. In general, you should not own, directly or indirectly, a significant financial interest in any company that does business with us or seeks to do business with us. You also should not own a significant financial interest in any of our competitors.

Two tests determine if a “significant financial interest” exists:

- You or a family member owns more than 1% of the outstanding stock of a business or you or a family member has or shares discretionary authority with respect to the decisions made by that business, or
- The investment represents more than 5% of your total assets or of your family member’s total assets.

If you or a family member has a significant financial interest in a company with whom we do business or propose to do business, that interest must be approved by your Regional Managing Director, your Regional Vice President of Operations or our Legal Counsel prior to the transaction.

Notwithstanding the foregoing, non-employee trustees of our company and their family members may have significant financial interests in or be affiliates of suppliers, customers, competitors and third parties with whom we do business or propose to do business. However, a trustee must:

- disclose any such relationship promptly after the trustee becomes aware of it,
- remove himself or herself from any board activity that directly impacts the relationship between our company and any such company with respect to which the trustee has a significant financial interest or is an affiliate, and
- obtain prior approval of the board of trustees or its designated committee for any transaction of which the trustee is aware between our company and any such company.

Outside Employment

Sometimes our employees desire to take additional part-time jobs or do other work after hours, such as consulting or other fee-earning services. This kind of work does not in and of itself violate our Code. However, the second job must be strictly separated from your job with us, and must not interfere with your ability to devote the time and effort needed to fulfill your duties to us as our employee. You cannot engage in any outside activity that causes competition with us or provides assistance to our competitors or other parties (such as suppliers) with whom we regularly do business. You should avoid outside activities that embarrass or discredit us. Outside work may never be done on company time and must not involve the use of our supplies or equipment. Additionally, you should not attempt to sell services or products from your second job to us.

Before engaging in a second line of work, you should disclose your plans to your immediate supervisor to confirm that the proposed activity is not contrary to our best interests. You may also contact our Human Resources Department for more information about our policies concerning outside employment.

- If you have material inside information regarding us or regarding any other publicly traded company that you obtained from your employment or relationship with us, you must not buy or sell, or advise anyone else to buy or sell, our securities or that other company’s securities, until such information is publicly disclosed and sufficiently disseminated into the marketplace.

All inquiries from outsiders, including the financial community, shareholders and the media, regarding material non-public information about the company should be forwarded to the Chief Executive Officer, the Chief Financial Officer or other authorized company spokesperson. Selective disclosure is generally prohibited and disclosures of material inside information to the financial community, shareholders or the media should be made only by an authorized company spokesperson and should comply with our Policy on Disclosure and Insider Trading in Company Shares.

Penalties for trading on or communicating material inside information are severe. If you are found guilty of an insider trading violation, you can be subject to civil and even criminal liability. In addition to being illegal, we believe that insider trading is unethical and will be dealt with firmly, which may include disciplinary action, up to and including termination of your employment. We may also report violations to appropriate authorities.

As members of a public company, some of our employees, particularly those in senior management, are subject to additional restrictions concerning their trading of our stock. These employees must also file various reports with the Securities and Exchange Commission. You should contact our Corporate Secretary for more detailed information about these additional securities laws if you believe they may apply to you.

All officers and trustees are required to notify our Legal Counsel before they place an order to either buy or sell our shares, and are subject to certain blackout periods during which all transactions in our securities are prohibited. Our Policy on Disclosure and Insider Trading in Company Shares provides additional information on this subject. Please contact the Human Resources Department for a copy of the policy.

For more information about our policies concerning the securities laws, you should refer to our Policy on Disclosure and Insider Trading in Company Shares. Please note that our Policy on Disclosure and Insider Trading in Company Shares supplements the state and federal statutes and regulations regarding insider trading. It is everyone’s responsibility to not only comply with our policies concerning insider trading, but also to comply with all applicable statutes and regulations. If you have any questions concerning the securities laws or about our policies with regard to those laws, or regarding the correct ethical and legal action to take in a situation involving material inside information, please contact your immediate supervisor who will bring appropriate questions to the attention of our Legal Counsel.



Securities Laws

Because we are a public company, we are subject to a number of federal laws concerning the purchase and sale of our shares and other publicly traded securities. Regardless of your position with us, if you have possession of what is known as “material inside information” regarding our business, you may not disclose that information to anyone outside our company, and you are not allowed to buy or sell our shares or other publicly-traded securities until the material inside information is known not only by individuals within the company, but also by the general public. The improper use of material inside information is known as insider trading. Insider trading is a criminal offense and is strictly prohibited.

“Material inside information” is any information concerning us that is not available to the general public and which an investor would likely consider to be important in making a decision whether to buy, sell or hold our stock or other securities. A good rule of thumb to determine whether information about us is material inside information is whether or not the release of that information to the public would likely have an effect on the price of our stock. Examples of material inside information include information concerning earnings estimates, changes in previously released earnings estimates, a pending stock split, dividend changes, significant merger or acquisition proposals, major litigation, the loss or acquisition of a major contract and major changes in our management. Material inside information is no longer deemed “inside” information once it is publicly disclosed and the market has had sufficient time to absorb the information. Examples of effective public disclosure are the filing of such inside information with the Securities and Exchange Commission, or the printing of such information in the Wall Street Journal or other publications of general circulation, in each case giving the investing public a fair amount of time to absorb and understand our disclosures.

In addition to being prohibited from buying or selling our stock or other publicly-traded securities when you are in possession of material inside information, you are also prohibited from disclosing such information to anyone else (including friends or family members) in order to enable them to trade on the information. In addition, if you acquire material inside information about another company due to your relationship with us or due to your relationship with someone who has material inside information regarding that other company, you may not buy or sell that other company's stock or other securities until such information is publicly disclosed.

The following are general guidelines to help you comply with our insider trading policy:

- Do not share material inside information with people within our company whose jobs do not require them to have the information unless required as part of your duties and the person receiving the information has a reason to know the information for company purposes.
- Do not disclose any non-public information, material or otherwise, concerning our company to anyone outside the company.

Service on Boards

Serving as a director of another corporation may create a conflict of interest. Being a director or serving on a standing committee of some organizations, including government agencies, also may create a conflict.

Before accepting an appointment to the board or a committee of any organization whose interests may conflict with our company's interests, you must discuss it with your immediate supervisor or our Legal Counsel and obtain their approval. This rule does not apply to non-employee trustees of our company.

Business Opportunities

Business opportunities relating to the kind of business we are in or the activities we typically pursue that arise during the course of your employment or through the use of our property or information belong to us. Similarly, other business opportunities that fit into our strategic plans or satisfy our commercial objectives that arise under similar conditions also belong to us. You may not direct these kinds of business opportunities to our competitors, to other third parties or to other businesses that you own or are affiliated with.

Loans

Pursuant to the Sarbanes-Oxley Act of 2002, our board of trustees has passed a resolution prohibiting loans to our officers and trustees. The resolution of the board states that we shall not, directly or indirectly, including through any subsidiary, extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any of our trustees or officers (or equivalents thereof). As to any extension of credit that had been maintained by us as of the date of the enactment of the Sarbanes-Oxley Act, we shall not materially modify any term of any extension of credit or renew any such extension of credit.



Gifts and Entertainment

We are dedicated to treating fairly and impartially all persons and firms with whom we do business. Therefore, our employees must not give or receive gifts, entertainment or gratuities that could influence or be perceived to influence business decisions. Misunderstandings can usually be avoided by conduct that makes clear that our company conducts business on an ethical basis and will not seek or grant special considerations.

Accepting Gifts and Entertainment

You should never solicit a gift or favor from those with whom we do business. You may not accept gifts of cash or cash equivalents.

You may accept novelty or promotional items or modest gifts related to commonly recognized occasions, such as a promotion, holiday, wedding or retirement, if:

- this happens only occasionally
- the gift was not solicited
- disclosure of the gift would not embarrass our company or the people involved
- the value of the gift is under \$100.

You may accept an occasional invitation to a sporting activity, entertainment or meal if:

- there is a valid business purpose involved
- this happens only occasionally
- the activity is of reasonable value and not lavish

Giving Gifts and Entertaining

Gifts of nominal value (under \$100) and reasonable entertainment for customers, potential customers and other third parties with whom we do business are permitted. However, any gift or entertainment must:

- support our company's legitimate business interests
- be reasonable and customary, not lavish or extravagant
- not embarrass our company or the recipient if publicly disclosed

Under no circumstances can any bribe, kickback, or illegal payment or gift of cash or cash equivalents be made. Also, special rules apply when dealing with government employees. These are discussed in this Code under "Legal Compliance – Anticorruption Laws."

Further information about our policies concerning business entertainment and gifts is contained in our Human Resources Policy and Procedures Handbook in the section entitled "Gifts."



Political Contributions

We will fully comply with all political contribution laws. Our funds may not be used for contributions of any kind to any political party or committee or to any candidate or holder of any government position (national, state or local) unless such contribution is permitted by law and complies with our company policy. Please contact our Legal Counsel to determine whether a specific company contribution is permitted.

It is against our policy for you to lobby employees on behalf of a political candidate during the work day. It is also against our policy to reimburse an employee for any political contributions or expenditures. Outside normal office hours, you are free to participate in political campaigns on behalf of candidates or issues of your choosing, as well as make personal political contributions.



Equal Opportunity

We are committed to providing equal employment opportunities for all our employees and will not tolerate any speech or conduct that is intended to, or has the effect of, discriminating against or harassing any qualified applicant or employee because of his or her race, color, religion, sex (including pregnancy, childbirth or related medical conditions), national origin, age, physical or mental disability, veteran status or any characteristic protected by law. We will not tolerate discrimination or harassment by anyone – managers, supervisors, co-workers, vendors or our customers. This policy extends to every phase of the employment process, including recruiting, hiring, training, promotion, compensation, benefits, transfers, discipline and termination, layoffs, leaves of absence, recalls, and company-sponsored educational, social and recreational programs, as applicable. If you observe conduct that you believe is discriminatory or harassing, or if you feel you have been the victim of discrimination or harassment, you should notify our head of Human Resources or our Legal Counsel immediately.

Not only do we forbid unlawful discrimination, we take affirmative action to ensure that applicants are employed, and employees are treated during employment, without regard to their race, color, religion, sex (including pregnancy, childbirth or related medical conditions), national origin, age, physical or mental disability, veteran status or any characteristic protected by law.

The Human Resources Department has been assigned specific responsibilities for implementing and monitoring affirmative action and other equal opportunity programs. One of the tenets of this Code, however, is that all employees are accountable for promoting equal opportunity practices within our company. We must do this not just because it is the law, but because it is the right thing to do.

For more information concerning our anti-discrimination and anti-harassment policies, you should refer to our Human Resources policies. We will not retaliate against any employee for filing a good faith complaint under our anti-discrimination and anti-harassment policies or for cooperating in an investigation and will not tolerate or permit retaliation by management, employees or co-workers. To the fullest extent possible, the company will keep complaints and the terms of their resolution confidential. If an investigation confirms that harassment or discrimination has occurred, the company will take corrective action against the offending individual, including such discipline up to and including immediate termination of employment, as appropriate.