

Code of Ethics

CODE OF BUSINESS CONDUCT AND ETHICS FOR PRINCIPAL OFFICERS

This Code of Business Conduct and Ethics contains general guidelines for conducting the business of the company consistent with the highest standards of business ethics, and is intended to qualify as a "code of ethics" within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder.

This Code applies to our Chief Executive Officer and President, our Chief Operating Officer, our Chief Financial Officer, and our Chief Accounting Officer, whom we refer to as our "Principal Officers."

This Code is designed to deter wrongdoing and to promote:

- honest and ethical conduct, including ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely, and understandable disclosure in reports and documents that we file with, or submit to, the SEC and in other public communications made by us;
- compliance with applicable governmental laws, rules and regulations;
- prompt internal reporting to an appropriate person or persons identified in the Code of violations of the Code; and
- accountability for adherence to the Code.

The Code

In order to achieve the purposes set forth above, we have adopted the following principles and policies:

Conflicts of Interest. Principal Officers must fully disclose to the General Counsel, or his designee, or if the Principal Officer does not feel comfortable reporting the conduct to the General Counsel or does not get a satisfactory response, to the Board of Directors, any situations, including situations involving immediate family members, that reasonably could be expected to give rise to a conflict of interest. A conflict of interest exists when a Principal Officer's private interest, or the private interest of the family member of a Principal Officer, interferes, or appears to interfere, in any way with the interests of the company as a whole. The following are examples of situations (applicable to both a Principal Officer or family member) that may present a conflict of interest:

- employment by, service as a director of, or the provision of any services to, a company that is one of our material customers, suppliers or competitors, or a company whose interests could reasonably be expected to conflict with our interests;
- receipt of personal benefits or favors (other than nominal benefits or favors) as a result of the Principal Officer's position with the company;
- a significant financial interest (ownership or otherwise)¹ in any company that is one of our material customers, suppliers or competitors; and
- any loan or guarantee of personal obligations from, or any other financial transaction with, any company that is one of our material customers, suppliers or competitors (other than loans from commercial lending institutions in the ordinary course of business).

While such situations are not automatically prohibited, they are not desirable and may only be waived by the Board of Directors.

Corporate Opportunities. Any Principal Officer that discovers a business opportunity that is in our line of business must first present the business opportunity to our Board of Directors before pursuing the activity in his or her individual capacity. If the Board of Directors waives our right to pursue the opportunity, then the Principal Officer may do so in his or her individual capacity.

Competition and Fair Dealing. All Principal Officers are obligated to deal fairly with our customers, suppliers and competitors. Principal Officers will not take unfair advantage of any person or entity through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair dealing or practice.

Company Records. Principal Officers should implement policies that will ensure that all company records are complete, accurate and reliable in all material respects. Company records include bookkeeping information, payroll, e-mails, accounting and financial data, measurement and performance records, electronic data files and all other records maintained in the ordinary course of our business. Principal Officers are responsible for understanding and complying with our document retention policy. Please refer to our document retention policy for more information about company records.

Accuracy of Financial Reports and other Public Communications. Our policy is to promptly disclose information that is accurate and complete in all material respects regarding our business, financial condition and results of operations. Materially inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the company and cause legal liability. Principal Officers should be on guard for, and promptly report, evidence of improper financial reporting.

Compliance with Laws and Regulations. Each Principal Officer has an obligation to comply with the laws of the cities, states and countries in which we operate. We will not tolerate any activity that violates any laws, rules or regulations applicable to us. This includes, without limitation, laws covering the gaming industry, commercial bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets.

Compliance with Insider Trading Laws. Principal Officers are strictly prohibited from trading in our stock or other securities, or the stock or other securities of any other company, while in possession of material, nonpublic information about the company or the other company. In addition, Principal Officers are strictly prohibited from recommending, "tipping" or suggesting that anyone else buy or sell our stock or other securities, or the stock or securities of any other company, on the basis of material, nonpublic information. For more information, please refer to our securities trading policy and procedures.

Public Communications. Our policy is to provide timely, materially accurate and complete information in response to public requests (media, analysts, etc.), consistent with our obligations to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial data. In connection with our public communications, we are required, and our policy is, to comply with Regulation FD (which stands for "fair disclosure") under the federal securities laws. For more information, please refer to our Regulation FD procedures. Principal Officers must be aware of the requirements of Regulation FD and must make every effort to ensure that our public disclosures comply with those requirements.

Reporting Violations of the Code

Principal Officers have a duty to report any known or suspected violation of this Code, including any violation of laws, rules, regulations or policies applicable to us, to the General Counsel, or his designee. If the Principal Officer does not feel comfortable reporting the conduct to the General Counsel, or his designee or does not get a satisfactory response, he or she may contact any member of the Board of Directors.

Any Principal Officer who violates this Code, or who fails to report a known or suspected violation of this Code, will be subject to appropriate discipline, including potential termination of employment, as determined by the Board of Directors based upon the facts and circumstances of each particular situation.

All questions and reports of known or suspected violations of the law or this Code will be treated with sensitivity and discretion. We will protect each Principal Officer's confidentiality to the extent possible consistent with the law and our need to investigate each report. We strictly prohibit retaliation against a Principal Officer who, in good faith, seeks help or reports known or suspected violations.

Waivers of the Code

Waivers of this Code will be granted on a case-by-case basis and only in extraordinary circumstances. Waivers may be obtained only from our Board of Directors and will be promptly disclosed to the public.

Compliance Policy

This Code is not intended to amend or replace the Company's Compliance Policy or any other company

codes of conduct and the Principal Officers will be required to comply with the terms of this Code, the Compliance Policy and any other Company codes of conduct.

Conclusion

This Code of Business Conduct and Ethics contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. Please contact the law department with any questions about these guidelines. Each Principal Officer is separately responsible for his or her actions. If a Principal Officer engages in conduct prohibited by the law or this Code, he or she will be deemed to have acted outside the scope of their employment. Such conduct will subject the Principal Officer to disciplinary action, including possibly termination of employment.

THIS CODE AND THE MATTERS CONTAINED HEREIN ARE NEITHER A CONTRACT OF EMPLOYMENT NOR A GUARANTEE OF CONTINUING COMPANY POLICY. WE RESERVE THE RIGHT TO AMEND, SUPPLEMENT OR DISCONTINUE THIS CODE AND THE MATTERS ADDRESSED HEREIN, WITHOUT PRIOR NOTICE, AT ANY TIME.

- I. 1 Examples of a significant financial interest include (i) ownership of greater than 1% of the equity of a material customer, supplier or competitor or (ii) an investment in a material customer, supplier or competitor that represents more than 5% of the total assets of the Principal Officer.