

LDX Solutions Code of Conduct

Purpose and Scope

LDX Solutions and all subsidiary companies (collectively the "Company" or "LDX") are committed to conducting its business in compliance with all applicable laws, rules, and regulations and in accordance with the highest ethical standards of business conduct. Maintaining the goodwill of our shareholders, including employees, and communities is crucial to our Company's objective and thus all Company employees are expected and required to conduct their activities and the Company operations for which they are responsible in accordance with such standards.

This Code of Conduct ("Code") applies to all our directors, officers, employees, and independent agents, wherever they are located and whether they work for the Company on a full or part-time basis. The Company also will make reasonable efforts to promote the application of these ethical business practices by our third-party suppliers and vendors.

This Code contains general guidelines for conducting the business of the Company. The Code is not intended to be a comprehensive rulebook and cannot address in advance every situation that may arise. If you have questions about this Code, the laws governing your activities on behalf of the Company, or the propriety of any situation with which you are faced, please do not hesitate to talk to your supervisor or the Director of Human Resources for guidance. All reports will be treated in confidence and information will be shared only with those persons who need to or are required to know.

Conflicts of Interest

A conflict of interest occurs when an employee's private interests interfere, or appear to interfere, with the interests of the Company as a whole. It is important for all employees to avoid not only conflicts of interest, but also the appearance of a conflict of interest.

If a potential conflict or appearance of a conflict of interest in the affairs of any employee either exists currently or arises in the future, it is the individual's responsibility to report details of the situation at once in order that the facts may be properly evaluated, and a decision made as to what, if any, action should be taken in connection with the matter. Should there be a question as to whether a conflict in fact exists, any doubt should be resolved in favor of assuming that there is a potential conflict, and the circumstances must then be reported in writing to the Director of Human Resources.

Examples of potential conflicts of interest include accepting concurrent employment with or acting as a consultant or contractor to any company, competitor, customer, or supplier; serving on the board of directors or technical advisory board of another entity; or holding a significant financial interest in any competitor, customer, or supplier of the Company.

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Although not exhaustive, conflicts of interest (or the appearance thereof) commonly arise in the following situations:

1. When an employee or his/her relative has a significant direct or indirect financial interest in, or obligation to, an actual or potential competitor, supplier, or customer of the Company;
2. When an employee has a significant personal relationship (such as a family relationship) with a competitor, supplier, or customer of the Company;
3. When an employee conducts business on behalf of the Company with a supplier or customer when a relative is an employee, principal, officer, or representative of such supplier or customer;
4. When an employee, relative, or agent of an employee accepts gifts of more than nominal value or excessive entertainment from a current or potential competitor, supplier or customer (please see "Gifts and Gratuities" below for additional guidelines); and
5. When an employee misuses the information obtained in the course of his or her employment.

The Company's business must be kept separate and apart from the personal activities of its employees. Employee participation in outside activities must not be presented in a manner as to appear that the Company is endorsing the activity. Company personnel and assets are to be used solely for the business purposes of the Company. An employee must not use the Company's corporate name, any trademark owned or associated with the Company, any Company letterhead, or any Company property, confidential information, resources, supplies, or assets for personal purposes.

Compliance with Corporate Policies and Applicable Laws and Regulations

Each employee is expected to comply with both the spirit and letter of all corporate policies and all applicable governmental laws, rules, and regulations.

Health, Safety & Environmental Protection

The Company recognizes that the safety and health of our employees, as well as concern for the environment, must be the first consideration in the operation of our business. The Company conducts its business so that our operations and products do not harm the environment or endanger the health and safety of our employees, customers, or the public. This requires a cooperative effort among all our employees in order to be successful.

Gifts and Gratuities

Reasonable and appropriate business gifts and entertainment are courtesies designed to build relationships and understanding among business partners. However, common sense and good judgment always should be exercised in providing or accepting business meals, entertainment, or nominal gifts. While individual circumstances differ, the overriding principle concerning gratuities is not to give or accept anything of value that could be perceived as creating an obligation on the part of the recipient to act other than in the best interests of his or her employer or that could otherwise taint or be perceived to taint the objectivity of the individual's involvement. It is the employee's responsibility to use good judgment in this area. All gifts and entertainment expenses must be properly accounted for on expense reports.

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Industry Associations

Employees may be asked to participate in industry or trade associations, customer or supplier advisory boards or similar organizations. In those situations, employees are representatives of the Company and must ensure they are always acting in the Company's best interests. Employees should not make commitments on behalf of the Company unless given the authority to do so.

Use of Company Resources / Computer/ Email

As set forth in greater detail in LDX's Employee Handbook, the Company's computer resources, systems, and equipment, including the electronic mail system and internet access, are not intended to be used for amusement, solicitation, or other non-business purposes. E-mail messages should be treated as any other written business communication. The Company may monitor employees' e-mail and other computer use at any time.

Financial Controls & Records

In the course of employment, every employee records and submits information to the Company. Examples of such information include, but is not limited to: time worked, product test reports, market reports, financial data, technical research reports, service call records, expense reports, etc. All records, books, and documents must accurately reflect and properly describe the data or transactions they record. Whether you are filling out a time card, preparing a purchase order, or reporting on the financial status of the entire Company, strictly follow the accounting, reporting, and control procedures the Company has put in place.

Each officer of the Company and each employee occupying a senior finance position will be responsible for the full, fair, accurate, timely, and understandable disclosure of the financial and other information. Failure to provide full, fair, accurate, timely, and understandable disclosure of the financial and other information is considered fraud. Fraud is defined as a false representation of a matter of fact – whether by words or by conduct, by false or misleading allegations, or by concealment of what should have been disclosed-that deceives and is intended to deceive another so that the individual will act upon it to her or his legal injury. Officer and employee actions should not benefit personal, business or financial interests, they also should not benefit the business or financial interests of family members or of other significant personal, business or financial relationships. Refer to the Administration section of the Code of Conduct for further details regarding how to report a potential violation. The best policy is to avoid any direct or indirect personal or business connection with the Company's customers, suppliers or competitors, except on the Company's behalf.

Safeguarding of Company Assets

Assets include both tangible property such as equipment, tools, products, and money, and intangible intellectual property such as ideas, processes, patents, and trade secrets. Protection of these assets against loss, theft, and misuse is critical. Every employee is responsible for protecting the assets entrusted to him or her, as well as for helping to protect Company assets in general. This responsibility covers not only an employee's own conduct, but also his or her attention to Company security procedures and alertness to situations or incidents that could lead to the loss, theft or misuse of Company assets by other individuals.

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Confidential Information

Employees may from time to time have access to confidential or proprietary information (which includes any non-public information, whether of a business, financial, personnel, technological, or commercial nature) of the Company or third parties, such as customers and suppliers of the Company, that an employee has learned, generated, or acquired in the course of his/her employment with LDX. Each employee has a fiduciary and a legal obligation to the Company and such third parties to treat such information in confidence and not to disclose it to any other party or use it, directly or indirectly, for one's own purpose, whether during or after employment with the Company.

Administration of the Code of Conduct

This Code shall be administered as follows:

1. Responsibility for Administration

The Human Resources Department, to the extent empowered by management, shall be responsible for interpreting and administering this Code. In discharging its responsibilities, the Administrator may engage such agents and advisors as it shall deem necessary or desirable, including but not limited to attorneys and accountants.

2. Procedure for Reporting Potential Violations of the Code

If you suspect any activity or conduct to be in violation of this Code or any applicable corporate policies or governmental laws, rules, or regulations, you should immediately report the circumstances to your supervisor and/or the Director of Human Resources

3. Confidentiality and Policy Against Retaliation

All questions and reports of known or suspected violations of the law or this Code will be treated with sensitivity and discretion and kept as confidential as possible consistent with a complete investigation. Reports of alleged unethical or illegal conduct shall be promptly and thoroughly investigated by the Administrator. Retaliation in any form against any individual who reports a suspected violation in good faith, even if the report is mistaken, or who assists in the investigation of a reported violation, is strictly prohibited. Any act or threatened act of retaliation should be reported immediately to the Director of Human Resources.

4. Waivers of the Code and Disclosures

Waivers of this Code will be granted on a case-by-case basis and only in extraordinary circumstances. Waivers of this Code for employees may be made only by an Executive Officer of the Company with the concurrence of the Board of Directors.

5. Compliance and Violations

All Company employees are expected and required to comply fully with this Code and all applicable laws. The Administrator shall determine whether violations of this Code have occurred and, if so, shall determine the disciplinary actions to be taken against any individual who is found to have violated this Code.

It is the Company's policy that any employee found to have violated this Code, including its anti-retaliation provisions, will be subject to disciplinary action up to and including termination

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of employment, determined in the Company's sole discretion based upon the facts and circumstances of each situation. The disciplinary actions available to the Administrator include counseling, oral or written reprimands, warnings, probations, suspensions (with or without pay), demotions, reductions in salary, termination of employment, and restitution.

Nothing in this Code prohibits or restricts the Company from taking disciplinary action on any matters pertaining to employee conduct, regardless of whether they are expressly discussed in this Code. This Code is not intended to create any expressed or implied contract with any employee or third party. Nothing in this Code creates any employment contract between the Company and any employee nor any right to progressive discipline. Several of the matters covered in this Code of Conduct are covered in greater detail in published policy statements by the Company. Nothing herein is intended to limit the more specific terms of those policies.



Peter Burlage
Chief Executive Officer, LDX Solutions