

## LICT CORPORATION

### 2009 CODE OF ETHICS

Employment by LICT Corporation or its subsidiaries (collectively, the "Company") carries with it the duty and responsibility to conduct oneself in an ethical manner when dealing with competitors, suppliers, customers, regulators and other employees. This Code of Ethics sets forth the standards of ethical conduct which the Company requires, and these standards apply to all officers and employees of the Company. Each of us has a fundamental and individual responsibility to observe this Code in all aspects of the Company's business, in addition to our obligations to comply with all applicable laws, regulations and other Company Policies. Each individual is required to acquaint himself or herself, and to certify compliance, with this Code.

This Code of Ethics is applicable not only to the conduct of each officer and employee of the Company, but also to the conduct of any associate or relative of such officer or employee in regard to his or her dealings with the Company and its competitors, suppliers, customers, regulators and other Company employees. For the purposes of this Code of Ethics, a relative is any person who is related to an employee by blood, marriage or adoption, or whose relationship with the employee is similar to that of persons who are related by blood, marriage or adoption. For the purposes of this Code of Ethics, an associate of an employee is (i) a corporation or other entity of which such employee is an officer or partner, or is, directly or indirectly, the beneficial owner of 10 percent (10%) or more of any class of equity securities; and (ii) any trust or other estate in which such employee has a substantial beneficial interest or for which such employee serves as trustee or in a similar capacity. In complying with Code of Ethics, you are expected to exercise integrity and good judgment, and:

- To conduct yourself in an honest manner in dealing with others and accept responsibility for your actions, including your compliance obligations hereunder.
- To observe the Company's Conflicts of Interest Policy and to refrain from taking part or exercising influence in any transaction in which your personal interest may conflict with the best interests of the Company, including (i) taking for yourself personally opportunities that are discovered through the use of corporate property, information or position, (ii) using corporate property, information or position for personal gain, and (iii) competing with the Company.
- To protect the Company's assets and ensure their efficient use. Theft, carelessness and waste, if they occur, have a direct impact on the Company's profitability. All Company assets should be used only for legitimate business

purposes. The personal use of Company assets without proper approval is prohibited.

- To make commercial decisions that are in the best interests of the Company.
- To deal fairly with the Company’s customers, suppliers, competitors, regulators and other employees, and avoid taking advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.
- To provide fair and equal opportunity to all employees regardless of race, color, sex, sexual orientation, religion, age, national origin, veteran's status, disability or handicap, and to avoid harassment or unequal treatment of co-employees.
- To establish and maintain a work environment that is free from intimidation, threats or violent acts and the effects of alcohol and drug abuse.
- To refrain from engaging in conduct that could be construed as sexual harassment. Unwelcome sexual advances, sexually suggestive statements or questions, offensive jokes, sexual innuendoes, offensive touching, requests for sexual favors, displaying or showing sexually suggestive material (including posters, calendars, cartoons, e-mail, or Internet websites), and other verbal or physical conduct of a sexual nature may be forms of sexual harassment and must be strictly avoided.
- To act as a responsible and useful corporate citizen, complying with all laws, rules, regulations, policies and guidelines applicable to the operation of the Company. These include, without limitation, those relating to the environment, fair trade and antitrust, financial reporting, telecommunications, securities regulation, labor, health and safety.
- To refrain from using confidential or other non-public information, and from disclosing to others such information for their use, in trading the securities of the Company or any other company involved with or affected by such information.
- To exercise good judgment in the use of information you may acquire in the course of doing Company business including, but not limited to, methods of operation, sales, products, profits, costs, markets, key personnel, licenses, trade secrets and other know-how of the Company and to maintain the confidentiality of all such information (except when disclosure is authorized or legally mandated).
- To fully and fairly disclose the financial condition and results of operations of the Company in accordance with applicable accounting principles, laws, rules and regulations, and in such connection, to keep the books and records of the Company so as to fully and fairly reflect all Company transactions.

- To provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with or submits to regulators, as well as in financial, stockholder and other internal or external reports, documentation or audits.
- To discourage co-employees from engaging in illegal or unethical conduct.
- To use computer resources and communications systems for proper purposes only, including without limitation the avoidance of: (i) abusive or otherwise objectionable language; (ii) information that is illegal or obscene; (iii) messages likely to result in the loss of the recipient’s work or systems; (iv) use that interferes with your work or the work of co-employees; and (v) solicitation of co-employees for any purpose violative of this Code of Ethics or any other policy of the Company.
- To promptly report any illegal or improper activity or violations of laws, rules, regulations or this Code of Ethics or other Company Policies to the General Counsel of the Company, or through the Company’s ethics hotline, with the assurance that the Company will promptly respond to, and not allow retaliation for, reports made in good faith.
- To help implement necessary changes in programs, systems, practices or procedures as directed by the Company to avoid future ethical problems.

This Code of Ethics is of high importance to the Company, and to its organizational health, prosperity and success in its business activities. Failure to comply with this Code of Ethics may thus result in disciplinary action, including warnings, suspensions, termination of employment or such other actions as may be appropriate under the circumstances.

Any questions, comments or suggestions pertaining to the Code of Ethics should be directed to the General Counsel of the Company, and may be raised anonymously through the Company’s ethics hotline. The General Counsel will provide prompt and actionable guidance as to the requirements of this Code.

Waivers under this Code of Ethics may only be granted by the Board of Directors of the Company or a committee of the Board to which such authority has been granted. Any such waiver may be required to be disclosed under applicable securities laws or Company policy.

**CERTIFICATE OF COMPLIANCE**

**LICT CORPORATION CODE OF ETHICS**

I hereby certify that I have received, read and understand the LICT Corporation 2009 Code of Ethics. I further certify that, except for any matters described below which I believe may involve violations or potential violations, I have been and am now in compliance with the Code of Ethics, am not aware of any violations of the Code of Ethics by others, and that I will continue to comply with the Code of Ethics to the best of my ability.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name (please print): \_\_\_\_\_

Description of Matters involving Code of Ethics Violations or Potential Violations:

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