

Code of Ethics for Principal Executive Officer and Senior Financial Officers

The Company expects the highest possible ethical conduct from its principal executive officer and senior financial officers. Your full compliance with this Code and with the Company's Policy Handbook is mandatory. You are expected (i) to foster a culture of transparency, integrity and honesty, and (ii) to establish procedures within the Company to facilitate compliance with this Code.

In accordance with the rules of the U.S. Securities and Exchange Commission, any change to, or waiver of, this Code must be immediately publicly disclosed.

Conflicts of Interest

The principal executive officer and senior financial officers must avoid any personal activity, investment or association that could appear to interfere with good judgment concerning the Company's best interests. You may not exploit your position or relationship with the Company for personal gain. You should avoid even the appearance of such a conflict. For example, there may be a conflict of interest if you:

- Cause the Company to engage in business transactions with relatives or friends
- Use non-public Company, client or vendor information for personal gain by you, relatives or friends (including securities transactions based on such information)
- Have more than a modest financial interest in the Company's vendors, clients or competitors
- Receive a loan, or guarantee of obligations, from the Company or a third party as a result of your position at the Company
- Compete, or prepare to compete, with the Company while still employed by the Company

There are other situations in which a conflict of interest may arise. If an employee has concerns about any situation, he/she should follow the steps outlined below under "Reporting Violations."

It is imperative that the principal executive officer and senior financial officers avoid any investment, interest or association that interferes, might interfere or might appear to interfere, with their independent exercise of judgment in the Company's best interests.

Engaging in any conduct that represents a conflict of interest is strictly prohibited.

Accurate Periodic Reports

As the principal executive officer and senior financial officers are aware, full, fair, accurate, timely and understandable disclosures in the Company's periodic reports is legally required and is essential to the success of its business. All such reports shall be prepared in accordance with the following guidelines:

- All Company accounting records, as well as reports produced from those records, must be in accordance with the laws of each applicable jurisdiction
- All records must fairly and accurately reflect the transactions or occurrences to which they relate
- All records must fairly and accurately reflect, in reasonable detail, the Company's assets, liabilities, revenues and expenses
- The Company's accounting records must not contain any false or intentionally misleading entries
- No transactions should be intentionally misclassified as to accounts, departments or accounting periods
- All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- No information should be concealed from the internal auditors or the independent auditors

- Compliance with the Company's system of internal accounting controls is required

Compliance

The principal executive officer and senior financial officers are expected to comply with both the letter and spirit of all applicable governmental laws, rules and regulations.

If they fail to comply with this Code, with the Company's Policy Handbook, and/or with any applicable laws, they will be subject to disciplinary measures, up to and including immediate termination of employment.

Reporting Violations

If any employee feels uncomfortable about a situation or has any doubts about whether it is consistent with this Code, then such employee should immediately report the situation to his or her supervisor. If an employee does not feel comfortable reporting any situation or conduct to his or her supervisor or if the employee does not get a satisfactory response, the employee should promptly report it to the Company's General Counsel or to the Audit Committee of the Company's Board of Directors in care of the Company's Corporate Secretary at the Company's headquarters. Also, any employee may report on a confidential and anonymous basis any concerns or potential violations of this Code via the **Company's Ethics Hotline at 1-800-205-4913 or TellHelmP@getintouch.com**, which is administered by a third party call center and is available 24 hours a day, 7 days a week. If an employee chooses to identify himself or herself, then the information that he or she provides will be dealt with on a confidential basis to the greatest extent possible consistent with applicable law and the Company's need to investigate the concerns. All employees have the commitment of the Company and of the Audit Committee of the Company's Board of Directors that the employee will be protected from retaliation for reporting potential violations of this Code.