



**Code of Ethics and
Standards of Business Conduct**

Our Vision Statement

JANUS Research Group, Inc. (JANUS) is an American Engineering, Training and Information Technology company with an absolute commitment to our Industry, Government and Commercial customers' success. We provide creative, full-spectrum solutions by analyzing, creating, integrating, and executing with an agile responsiveness and a laser-like focus. We are fully engaged in today's operations and the creation of tomorrow's network-centric, knowledge based solutions.

“We Are An Honest and Ethical Company”

Our Shared Values

- *Integrity*
- *Commitment*
- *Excellence*
- *Professionalism*
- *Respect*
- *Responsibility*

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Code of Ethics and Standards of Business Conduct

1 INTRODUCTION

The principles originated in our Code of Ethics and Standards of Business Conduct are essential to our culture and demonstrate the values that helped guide us toward the reputation and success that we appreciate today. In furthering our vision for excellence, and in the advancement of our profession, individually and collectively, it is essential that we continue to safeguard and enhance our Company's reputation by conducting business in accordance with honesty, integrity and the upmost ethical standards in all our business relationships.

JANUS promotes honest and ethical conduct in all its business activities and professional relationships. This Code establishes guidelines for upholding conduct, which is consistent with the expectations that we have of ourselves, and it reflects the ideals to which we aspire in all of our professional roles. There are many laws established to regulate business conduct and the potential for conflict between personal and business interests. It is not possible for a single set of rules to cover all the possible situations; therefore, the Company must rely on discretion, good faith, sound judgment and high moral and ethical standards. Any concerns regarding violations or potential violations of laws, rules, regulations or this Code should be reported, promptly, to your supervisor, Human Resources or by contacting the Conduct and Ethics Committee, directly. Failure to comply with the Code will result in the appropriate disciplinary action.

Employees should not hesitate to ask questions whether any conduct may violate the code, voice concerns or seek clarity regarding any gray areas. Section 17 of this Code, details the compliance resources available to all employees.

2 EMPLOYEE CONDUCT

As JANUS employees, we must conduct ourselves in an appropriate, professional manner at all times. As an integral member of the JANUS team, we are expected to adhere to acceptable business principles in matters of conduct and exhibit a high degree of professional integrity. We alone have a duty to take personal responsibility for our own actions, the actions that we fail to take, as well as the resulting consequences, positive or negative. We must

conduct all business activities in an honest, ethical and legal manner and obey the laws of all places where JANUS does business, or seeks to do business. Employees are expected to treat one another, customers and business partners with integrity, respect, fairness and dignity, which include respect for the rights and feelings of others. Employees must not engage in any form of harassment, including sexual harassment or conduct themselves in a way that could be construed as such, for example, by using inappropriate language, keeping or posting inappropriate materials in their work area or accessing inappropriate materials on their computers.

3 CONFLICTS OF INTEREST

Directors, officers, consultants, representatives, agents and all employees are required to avoid the involvement of any activity which creates or could create the appearance of a conflict of interest between personal interests (or any family member's interest, directly or indirectly) and the interests and obligations to JANUS. Conflicts of interest are prohibited as a matter of Company policy.

- A "conflict of interest" exists when a person's private interest interferes in any way with the interests of the Company.
- A conflict of interest may arise when an employee's position or the knowledge gained as a result of his or her position is used for private or personal gain.

Our conduct must consistently reflect a commitment to impartiality and fairness in every respect. All employees are required to avoid any and all instances where an individual has a direct and personal interest in a transaction or situation that could potentially affect his judgment by diverting his loyalty from JANUS and focusing that loyalty onto his own, personal interest.

If an employee senses that a course of action he or she is currently involved in, previously involved in, or is contemplating becoming involved in, may lead to a potential conflict of interest with JANUS, the employee should immediately communicate all the

facts to his or her supervisor or to the Conduct and Ethics Committee.

Directors, officers, consultants, representatives, agents and all employees are prohibited from personally taking for themselves opportunities discovered through the use of JANUS' information, position or property without the consent of the Board of Directors. JANUS' information, position or property may not be used for improper personal gain, and no director, officer, consultant, representative or employee may compete with JANUS, directly or indirectly. It is a conflict of interest for an employee to work simultaneously for a competitor.

Actual or potential conflicts of interest must be disclosed and resolved in accordance with JANUS' policy together with the Board of Directors.

4 PROFESSIONAL ENVIRONMENT

JANUS is committed to promoting equal opportunity in all its operations, and we implement fair employment practices. It is our policy not to discriminate against any employee or applicant for employment; therefore, all of our employment related decisions are made without regard to race, color, creed, religion, national origin, sex, sexual orientation, gender identity and expression, age, disability, and U.S. military Vietnam era or other eligible veteran status.

JANUS' commitment to diversity is essential to fostering a work environment for employees to perform their jobs and further develop their careers free from discrimination and harassment. We also believe that diversity is a key component to developing superior products and services for our customers.

We are committed to providing a safe working environment for all of our employees. It is our policy to comply fully with all applicable federal, state and local safety laws, rules and regulations.

Violence and threatening behavior are not permitted. We are committed to the principle of a drug-free workplace, and we have no tolerance for substance abuse in the workplace.

5 PROTECTING THE ENVIRONMENT

We are environmentally conscious and committed to promoting environmentally sound business practices, and in maintaining this commitment, we continue to

pursue efforts in reducing potential for the generation of waste. We reduce the use of energy, water and other resources where possible. We comply fully with all applicable federal, state and local environmental rules and regulations.

6 COMPETITION AND FAIR DEALING

JANUS employees must, at all times, comply with all applicable laws, rules and regulations. Antitrust laws prohibit agreements that eliminate or discourage competition. We comply fully with all federal, provincial, and state antitrust laws.

We promote fair competition and fair dealing, and we expect our employees to treat customers, suppliers and competitors fairly and honestly and in compliance with all laws rules and regulations applicable to business. We prohibit competitive advantages through illegal or unethical business practices. We must avoid any formal, informal or casual communication with competitors to fix or control prices, allocate markets, boycott customers or suppliers or limit the sale of products. No employee or director should take unfair advantage of anyone through manipulation, concealment, and abuse of privileged information, misrepresentation of material facts or any unfair dealing practice.

We avoid any outside interest that might conflict with loyalty to the Company or commitment to its values. We must neither invest in competitor's businesses nor act on behalf of any of JANUS' competitors.

All employees must comply with the U.S. Anti-Kickback Act, which prohibits giving anything of value to an employee of a prime U.S. government contractor or higher tier subcontractor, in order to obtain or reward favorable treatment. We do not condone the activities of employees who achieve results through violation of the law or through unethical business dealings, which includes any payments for illegal acts, indirect contributions, rebates and bribery.

JANUS' leaders, at all levels, have a special obligation to encourage an open work environment and ethical culture, where employees are treated respectfully and we must not accept, offer, or provide entertainment, gifts, or personal favors that could, in any way, influence, or appear to influence, business decisions in favor of any person or organization with whom or with which JANUS has, or is likely to have, business dealings.

Similarly, we do not accept any other preferential treatment under these circumstances, because our positions with JANUS might be inclined to, or be perceived to, place us under obligation to return the preferential treatment.

If you have any questions, comments or concerns with regard to the applicable laws, rules and regulations, contact your supervisor or JANUS' Conduct and Ethics Committee.

7 INSIDER TRADING

Federal law and the Securities and Exchange Commission's (SEC), regulations prohibit the use of "inside" information when trading in publicly traded securities. The Insider Trading and Securities Fraud Enforcement Act, imposes significant criminal and civil penalties for insider trading.

Employees who have access to material, non-public information concerning the Company or that of any supplier or partners may not use or share that information for stock trading in JANUS' securities or those of such suppliers or partners nor reveal the information to anyone, until it has been effectively disclosed to the public.

- "Insider trading," occurs when an individual engages in trades in a company's securities while being aware of material, nonpublic information about that company.
- Information is "material" if it would affect the average person's decision whether to buy, sell or hold the securities.
- Information is "nonpublic" if it has not been released to and absorbed by the investing public.
- It is not only unethical, but it is also illegal to use material nonpublic information for personal gain or to "tip" others who might make an investment by relying on this information.

Employees are encouraged to address any questions about the application of the securities laws, including insider-trading restrictions, to the Conduct and Ethics Committee.

8 FUNDS AND OTHER ASSETS

Employees who have access to JANUS' funds, in any form, must follow the prescribed procedures for recording, handling and protecting assets, as expressed in JANUS' policies and procedures or other explanatory materials, or both. JANUS imposes strict standards to prevent fraud and dishonesty. When an employee's position requires spending funds or incurring any reimbursable personal expenses, that individual must use good judgment on JANUS' behalf to ensure that good value is received for any and every expenditure. JANUS' funds and all other assets of the company are purposed for JANUS ONLY, NOT for personal benefit or for the benefit of others, which also include, but are not limited to, the personal use of JANUS computers.

We should be aware that JANUS retains the right to access, review, monitor and disclose any information transmitted, received or stored using our electronic equipment, with or without an employee's or third party's knowledge, consent or approval and in accordance with applicable law and employees should have no expectation of privacy in connection with this equipment. Any misuse or suspected misuse of our assets must be immediately reported to your supervisor or the Conduct and Ethics Committee.

9 RECORDS

Accuracy and reliability in the preparation of all business records are mandated by law and of critical importance to our responsible, decision-making process. We pursue the utmost integrity in the management of time, finances, talents and other resources. We are responsible for maintaining and completing, current business documents, financial books, records, cost accounts and financial statements that properly, honestly and accurately as possible, reflect the truth of the underlying transaction or event. We must be mindful that letters, memos, e-mail, voicemail and other communications may also be deemed to be business records and to avoid exaggeration, derogatory language and other expressions that could be taken out of context. We must never misrepresent facts, falsify or suppress records. We must retain and protect records for the period of time required by applicable laws or contracts, or Company policy whichever is longest.

10 COMMUNICATIONS

We are committed to promoting effective, free and open lines of communication among employees and management. Not only does the establishment of open communication encourage teamwork and facilitate a reputable and healthy working environment, but also free and open lines of communication within, and between, departments and divisions initiates synergy, which enables JANUS to, as a whole, actualize the much greater potential collectively than the sum of its individual parts.

11 PERFORMING IN GOOD FAITH

We are committed to providing truthful and accurate communication of information about our products and services to our customers in marketing, preparing bid proposals based on properly estimated cost and pricing data, and in truthfully negotiating contracts. We comply with contract specifications and associated quality and testing requirements, by implementing the values of integrity, honesty and the upmost ethical standards.

12 PROTECTION OF INTELLECTUAL PROPERTY

We have an obligation to maintain and safeguard the confidentiality of JANUS' proprietary information, that may be covered under patent, trademark, copyright and trade secret laws, during employment and even after leaving JANUS. Employees who received or have access to confidential information must maintain the confidentiality of the information, which may include, classified, government information entrusted to JANUS, in accordance with information security guidelines and policies to ensure that unauthorized disclosure of these assets does not occur. Such confidential information may include, but is not limited to: business marketing and service plans, financial information, engineering and manufacturing ideas, designs, databases, configuration of our computer systems, customer lists, pricing strategies, marketing materials, personal identifiable information pertaining to our employees, customers or other individuals and similar types of information provided to us. Any unauthorized use or distribution of this information is a direct violation of Company policy.

Likewise, we must honor the applicable laws and may not use any other company's, competitor's or previous employer's copyrights, trademarks, patents and proprietary information regardless of how it was

obtained, without proper authorization and consent from the owner.

13 GLOBAL BUSINESS ARENA

We prohibit improper international business practices and must comply with all applicable laws, such as the U.S. Foreign Corrupt Practices Act (FCPA), similar laws of host nations, and related anti-bribery conventions. The FCPA prohibits corruptly offering anything of value to foreign officials to obtain business, and also requires strict internal accounting controls to prevent concealment of bribery.

Any request to refuse to deal with potential or actual customers or suppliers, or otherwise participate in a foreign economic boycott, or provide information related to a boycott request, must be reported to the Conduct and Ethics Committee.

U.S. export laws and regulations, including the International Traffic in Arms Regulations (ITAR) and the Export Administration Regulations (EAR), require U.S. Government approvals for international transfers of certain technical data, equipment, or technology. Exporting such items without proper authorization to "non-U.S. persons," as defined by the regulations may have severe business consequences. Imports, too, are strictly controlled and are subject to additional regulations and procedures. The export licensing and controls area, as well as rules pertaining to the import of goods and services, are quite complex. Consultation with JANUS experts in Contracts, the Board of Directors and other functions is necessary to ensure export compliance prior to negotiating any foreign transaction to avoid even inadvertent violations.

14 HIRING FORMER GOVERNMENT EMPLOYEES

There are specific Government restrictions with regard to the hiring of former Government personnel. It is our policy to comply with all laws concerning the recruitment and employment of former and current U. S. Government (military or civilian) personnel, either as employees or consultants. We must obtain prior clearance to discuss or offer employment to or consulting by former or current Government employees. In addition, once hired or retained, we may be prohibited from certain tasks or duties that may relate to our previous responsibilities while employed by the U.S. Government. It is important to consult your supervisor or our Conduct

and Ethics Committee to ensure compliance with all Government restrictions and regulations.

15 OUTSIDE ACTIVITIES, EMPLOYMENT AND DIRECTORSHIPS

All Employees share a serious responsibility for JANUS' good public relations, especially at the community level. Readiness to help with religious, charitable, educational and civic activities brings credit to JANUS.

We, as private individuals, are open to contribute to and work for political parties, causes, or candidates and to participate in debate on issues. However, political contributions by corporations are regulated by state and federal laws, and in some cases are prohibited. Therefore, in no case may a JANUS employee's personal opinions or financial contributions be represented as the Company's opinion, contribution or endorsement.

We must avoid acquiring any business interest or participating in any other activity outside of JANUS that would, or would appear to result in the following:

- An excessive demand upon our time and attention, thus depriving JANUS of their best efforts on the job. Voluntary involvement must be on our own time and at our own expense.
- A conflict of interest - an obligation, interest, or distraction - that may interfere with the independent exercise of judgment in JANUS' best interest.

We must take care to separate our personal roles from our positions when communicating on matters not involving JANUS business.

Employees must not use JANUS' identification, stationery, supplies, and equipment for personal or political matters. When communicating publicly on matters that involve JANUS' business, employees must not presume to speak for JANUS on any topic, unless they are certain that the views they express are those of JANUS, and it is JANUS' desire that such views be publicly disseminated.

All employees must exercise care and good judgment in accepting outside employment to assure that such employment does not conflict with, or affect the

performance of, such employees' responsibilities to the Company. If an employee has any questions about the propriety of outside employment, the employee should discuss the matter with his or her supervisor.

16 MAKING DIFFICULT DECISIONS

The information in this Code is provided to assist in guiding you through most of the difficult business issues and challenges that you may face in today's business environment. If the solutions to some of the problems that you may encounter may not appear to be obvious, then consider asking yourself the following questions:

- What are the issues presented?
- How familiar am I with all of the facts?
- Which resources did I use, and have I used all of the necessary resources that are available to me?
- Have I weighed all of the pros and cons in considering my options?
- What are the consequences of my actions or non actions?
- Will my resolution endure the test of time?

Again, we emphasize the importance to not hesitate to ask questions whether any conduct may violate the code, voice concerns or seek clarity regarding any gray areas.

17 REPORTING OF CODE VIOLATIONS

It is essential that violations of any provision of this Code be promptly reported. If you have any questions, or if any observed behavior, or problem or irregularity has been referred to you, appears potentially illegal or unethical and is believed to violate the Code of Ethics and Standards of Business Conduct, it must be reported to one of the following:

- **Your Supervisor,**
- Or**
- **Any of the following members of our Code of Ethics & Standards of Business Conduct Committee, as you believe appropriate:**
 - **Ms. Judy Pagac**
Director of Human Resources
JANUS Research Group, Inc.
600 Ponder Place
Evans, GA 30809-3185
706-922-0014

- **Mr. Charles Hof**
Compliance Officer
JANUS Research Group, Inc.
600 Ponder Place
Evans, GA 30809-3185
706-922-0005

- **Ms. Gina Bloom**
Contracts Manager
JANUS Research Group, Inc.
600 Ponder Place
Evans, GA 30809-3185
706-922-0030

- **Mr. Brian Lesieur**
President
JANUS Research Group, Inc.
600 Ponder Place
Evans, GA 30809-3185
706-922-0002

Reports of alleged misconduct will be investigated, and employee cooperation with internal investigations is required. If an employee chooses to identify him/herself, confidentiality will be maintained to the extent possible, although limited disclosure may be necessary in some cases to effectively conduct an investigation or where compelled by law.

Retaliation is prohibited for reports of alleged misconduct made in good faith. We will aspire to consistently and fairly enforce this Code. We, as JANUS employees, will be held fully accountable for adherence to the letter and the spirit of this Code.

Substantiated allegations are resolved through appropriate corrective action and/or discipline. Those found to have violated the Code of Ethics and Standards of Business Conduct will be subject to disciplinary action, up to and including termination of employment. This Code is necessarily general, and employees who have questions about its applicability to a particular situation, are encouraged to consult with supervisors, in appropriate circumstances, with the Company's Conduct and Ethics Committee, whose contact information is set forth above.