



**CASH AMERICA INTERNATIONAL, INC.
Code of Business Conduct and Ethics**

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Introduction

This Code of Business Conduct and Ethics (the “Code”) applies to Cash America International, Inc. and its subsidiaries, together referred to below as the “Company,” “Cash America” “we,” “us” or “our.”

Cash America’s overall objective is to be the best we can be, while adhering to our Core Values: We are **Family**; We Strive for **Excellence**; We Bring **Honor** to Our Team; We Have **Fun**; and We Act with a **Servant’s Heart**. We expect our coworkers, officers and directors to maintain the highest standards of personal and professional integrity in order to avoid situations that might reflect unfavorably upon themselves or our Company. By maintaining these professional standards, coworkers, officers and directors support efficient and profitable operations, safeguard the Company’s reputation of honesty and integrity, and preserve and protect confidential information about the Company, as well as other companies with which the Company conducts significant business. The Board of Directors of the Company has adopted this Code to set forth the Company’s policy with respect to business ethics and conflicts of interest and to ensure that the Company’s coworkers, officers and directors conduct all corporate business with the highest degree of integrity and in compliance with all applicable laws and regulations.

This Code applies to the Company’s coworkers, officers and directors, including its chief executive officer, chief financial officer, principal accounting officer or controller, treasurer, or persons performing similar functions. All references to coworkers in this Code are intended to apply to all persons to whom the Code is applicable.

We expect each coworker to use sound judgment to help us maintain appropriate compliance procedures and to carry out our business in compliance with laws and high ethical standards. When in doubt about the best course of action in any particular business situation, each coworker is encouraged to speak with your immediate manager or supervisor, any officer or any member of our Legal Department. Each coworker of our Company is expected to read this Code and demonstrate personal commitment to the standards set forth in it.

Our officers and other supervising coworkers are expected to be leaders in demonstrating this personal commitment to the standards outlined in this Code and recognizing indications of illegal or improper conduct.

All coworkers are expected to report appropriately any indications of illegal or improper conduct.

A coworker who does not comply with the standards set forth in this Code may be subject to discipline in light of the nature of the violation, up to and including termination of employment.

This Code is not a contract and is not intended as a detailed guide for all situations you may face. You are also expected to comply with the Company's compliance policies, regulatory policies, our coworker handbook, our policies and procedures manual and other workplace rules we may from time to time communicate, all of which supplement this Code.

How to Report Your Concerns

- Where to Direct Questions. If you have questions about this Code or concerns about any of the matters listed here, please first consider speaking with your immediate manager or supervisor. If you do not wish to communicate with that person on the matter, please feel free to contact our Human Resources Department or our Legal Department.
- Good Faith Expressions of Concerns Are Protected. We encourage each of our coworkers to report any concerns that others in our Company or our agents may have engaged in illegal or unethical conduct relating to our business. We do not discriminate against coworkers who reasonably believe there has been illegal or unethical conduct and who in good faith report these concerns to us.
- Federal Law Protects Assistance in Investigations. Under federal law, our Company may not discharge or otherwise discriminate against a coworker for any lawful act by the coworker to provide information, or assist, in an investigation of conduct the coworker reasonably believes to be a violation of federal securities and other federal or state laws. This applies to an investigation conducted by us, by any federal or state agency, or by a member of Congress or its committees. It is also unlawful for any person, knowingly and with intent to retaliate, to interfere with the lawful employment or livelihood of another person for providing to any law enforcement officer any truthful information relating to possible violations of any federal or state law.
- False Reports Are Prohibited. It is a violation of our standards for any coworker to communicate a report claiming illegal or unethical conduct which the coworker knows to be false.
- Prompt Reporting of Violations. We encourage all coworkers to report promptly all violations of this Code or any laws, rules or regulations applicable to the Company to an appropriate person or persons under the circumstances. We expect all coworkers to be accountable for adherence to this Code, including the responsibility to report violations as follows:
 - Violations Relating to Accounting or Auditing Practices, Internal Controls, Fraud, Securities Laws, Etc. If you know of, or suspect, any of the following situations is occurring at Cash America or one of its affiliates/subsidiaries, immediately call our

third party hotline (Alertline) at 1-888-800-7233: Violations relating to accounting/auditing practices, internal controls, Mail or Wire Fraud, Bribery, Kickbacks, Embezzlement, or Violations of Federal or State Securities Laws. Calls to Alertline are made anonymously unless otherwise requested by the caller.

- All Other Violations. If you wish to report or discuss any other problem concerning our Company, please promptly inform your supervising manager, or report the matter to our Legal Department. If you wish to communicate any matter anonymously, you are free to do so, and we will maintain the confidentiality of your communication to the extent possible under applicable laws. Communications intended to be confidential may also be made to our confidential third-party hotline by calling 1-888-800-7233.

Our Commitment to Shareholders

Cash America recognizes that it is a publicly-owned Company and that our shareholders have invested in our success and are entitled to a fair and reasonable return on their investment. We expect our coworkers to share a commitment to protect our assets and manage our business in the best interests of our shareholders.

- Accuracy of our records and reporting: All financial and other business information pertaining to our Company must be accurately recorded, all financial records and transactions must adhere to our system of internal controls and accounting requirements, and no one shall enter any false or artificial information in our records or reporting systems. All Company information must be reported honestly and accurately, whether in internal records or in information we release to the public or file with government agencies.
- Adherence to Laws. Cash America will abide by the rules and regulations of the Securities and Exchange Commission (“SEC”), the New York Stock Exchange (“NYSE”), the U.S. government, other local, state and national laws and other foreign laws, rules or regulations that may be applicable to the Company from time to time.
- Disclosure Controls and Procedures. We are required by SEC rules to maintain effective “disclosure controls and procedures” so that financial and non-financial information we are required to report to the SEC is timely and accurately reported both to our senior management and in the filings we make. All coworkers are expected, within the scope of their employment duties, to support the effectiveness of our disclosure controls and procedures. To that end, it is our policy to promote the full, fair, accurate, timely and understandable disclosure in reports and documents that we file with the SEC and otherwise communicate to the public.
- Public Reporting and Financial Code of Ethics for Coworkers with Public and Financial Reporting Obligations. Because our chief executive officer, chief financial officer, vice president and treasurer, vice president and controller and other members of our Legal and Finance and Accounting Departments have a special role in promoting the fair and timely reporting of our financial results and condition and other information about our business and results of operations, these individuals are also bound by the following Public Reporting and Financial Code of Ethics. By accepting this Code, each of these individuals further agrees that, within the scope of his or her respective employment positions, he or she will:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
 - Promote full, fair, accurate, timely, and understandable disclosure in reports and documents that our Company provides to government agencies, including the SEC, and in other public communications.
 - Comply with applicable governmental laws, rules and regulations.
 - Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
 - Respect and maintain the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose it. Confidential information acquired in the course of one's work will not be used for personal advantage.
 - Share knowledge and maintain skills important and relevant to the goals of this Code.
 - Proactively promote ethical behavior among peers, in the work environment and the community.
 - Achieve responsible use of and control over all Company assets and resources employed by or entrusted to the individual.
 - Promptly report under the reporting procedures outlined in this Code any conduct that the individual believes to be a violation of law or this Code.
 - Be accountable for adherence to this Public Reporting and Financial Code of Ethics.
- Prohibition on Improper Influence on Conduct of Audits. It is against our policy and a possible violation of SEC rules for any of our officers or directors, or any person acting under their direction, to attempt to coerce, manipulate, mislead, or fraudulently influence the independent auditors selected to audit or review our financial statements. You must cooperate with and provide the Company's independent auditor accurate, timely and truthful information.
- Insider Trading and Confidential Information Policy. The Company's Securities Trading Policy prohibits any coworker who is aware of material nonpublic information concerning the Company, or concerning third parties with whom the Company does business, from buying or selling securities of our Company or of those third parties (until after the material information has been fully disclosed to the public). Coworkers must not disclose or "tip" any of this material nonpublic information to family, friends or others outside the Company. (However, the trading restriction on our Company securities would not apply to sales or purchases in accordance with a "trading plan" validly adopted in compliance with SEC Rule 10b5-1.) All trading of Company securities should be done in accordance with the Company's Securities Trading Policy. In addition, all coworkers are expected to respect and maintain the confidentiality of information entrusted to them by the Company except when authorized or otherwise legally obligated to disclose it.

- No Selective Disclosure. In addition, SEC rules also prohibit selective disclosure of material nonpublic information to those outside the Company in most circumstances. Therefore, all coworkers are expected to assist the Company in keeping all material nonpublic information about the Company strictly confidential unless and until the Company makes an authorized press release or other authorized public communication or filing. Any disclosure of material nonpublic Company information must be made in accordance with the Company's Corporate Disclosure/Regulation FD Policy.
- Information to the Public. Our policy is to provide timely public dissemination of material information about our business only through our coworkers authorized for this purpose. Coworkers are not, under any circumstance, to discuss the Company's financial, business, legal or other information with the press (except for those coworkers expressly authorized for this purpose) or on any internet or other "discussion board," "chat room," or similar forum. In addition, any electronic communications or online activities by coworkers are subject to and must comply with the Company's electronic and social media communications policies. Requests from the media, analysts or shareholders about our Company's performance or financial situation must be forwarded for review by our professional Investor Relations or Public Affairs personnel having responsibility for these matters. All disclosure of Company information must be made in accordance with the Company's Corporate Disclosure/Regulation FD Policy and the Government Relations Disclosure Policy.
- Protection of Company Assets. Each coworker is personally responsible to use our Company's assets efficiently and only for our lawful, corporate purposes approved by management. All coworkers should help our Company protect its assets from misuse, theft, damage or other loss. All Company assets should be used for business purposes, and improper or unauthorized personal use of Company assets is prohibited.
- Intellectual Property. Coworkers should help our Company maintain the value of its intellectual property by using care to keep our trade secrets and other nonpublic information confidential and by limiting access to nonpublic information to those authorized to use it in their duties for the Company. If customers or suppliers provide nonpublic information to us in their dealings with us, our coworkers are expected to protect that information in the same manner as our Company's property.
- Communications. Coworkers are expected to use appropriate judgment and discretion in their e-mail, memos, notes, and other formal and informal communications relating to our business. Communications relating to our business must avoid inappropriate or derogatory comments about other individuals or companies, unprofessional language, and unauthorized financial, legal or business statements and must comply with the Company's disclosure policies and its electronic and social media communications policies.
- Retention of Records. Coworkers are expected to follow the records retention and destruction policies that we implement and communicate from time to time. It is our Company's policy not to destroy or alter our records or documents (whether in paper form, e-mails, or otherwise) in response to or in anticipation of any legal proceeding or government inquiry or investigation. Federal and state laws impose criminal and/or civil liability on any person who:
 - alters, destroys, mutilates or conceals a record, document or other object with the intent to impair its availability for use in an official proceeding, or

- knowingly alters, covers up, falsifies or makes a false entry in any record, document or tangible object with the intent to impede or obstruct the investigation or administration of any matter by a federal government agency or bankruptcy court.

Our Commitment to Customers and Business Partners

We are committed to excellence in service and performance for our customers and business partners. Our Core purpose is to provide financial solutions that help ordinary people meet their needs and pursue their dreams. The Company's principal objective is simple: develop and maintain an uncompromising commitment to customer service, coworker advancement, shareholder value and enhancement of our industry. Cash America recognizes that the industry and its customers have been misunderstood and misrepresented by the media and the public at large. Our core customers are hard-working, honest people who have been underserved by the other traditional financial institutions. Cash America is constantly working to improve the image of the industry. Furthermore, we respect the dignity of our customers and work to meet their needs and exceed their expectations.

Our commitment is to excellence, and our measure of success is the satisfaction of our customers, shareholders, and coworkers. As we enjoy the success of our Company and recognize its accomplishments, we must never relax our sense of urgency to push forward with new ideas and improved performance. Our goals cannot be achieved by any one individual, but the intense commitment of our entire team will push us to be the best.

- Customer Relationships. Our policy is to build lasting and mutually beneficial relationships with our customers through superior customer service and honest sales and marketing. We will comply with applicable laws and standards, including a commitment that our advertising and marketing will be truthful, non-deceptive, and fair, and will be backed up with evidence before advertising claims are made. Our policy also prohibits making false or deceptive statements about our competitors, and giving or accepting kickbacks, bribes, inappropriate gifts and other matters prohibited under the Conflicts of Interest portion in this Code. In addition, coworkers should not take unfair advantage of customers through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other un-fair dealing practice.
- Protecting Information about Others. We are committed to treating confidential information of our customers (potential, present, and former), coworkers (present and former), employment applicants, and business partners as required by law and with at least the care we use to protect our own proprietary or confidential information. All coworkers are expected to use sound judgment in limiting access to confidential information about our customers (potential, present, and former), coworkers (present and former), employment applicants, and business partners to those individuals in our Company who need to know this information to carry out their jobs.
- Commitment to Quality. Our long-term reputation and business viability depend upon our continued maintenance of high quality in the products and services we provide. We are committed to providing our customers with honest, confidential, friendly services, regardless of race, color, sex, religion, nationality, age, physical or mental disability, veteran status or any other classification protected by federal, state or local law.

- Vendors and Suppliers. Our contracts with vendors and suppliers of products and services to us are to be based exclusively on the best interests of our Company and its business, reflect a fair price for the deliverables provided to us, and documented in accordance with appropriate approval, contracting and internal control procedures. In addition, coworkers should not take unfair advantage of vendors or suppliers through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other un-fair dealing practice.
- Business with Third Parties. We expect that our consultants, agents, vendors, service providers, distributors, subcontractors, franchisees and other business partners will adhere to lawful and ethical business practices. It is important to our Company's reputation that we avoid doing business with companies which violate applicable laws or have reputations which could harm our business. Our policy prohibits engaging agents or other third parties to do indirectly what we as a Company should not do under our own policies outlined in this Code.

Our Commitment to Each Other

Cash America recognizes that our success depends upon the efforts, dedication and loyalty of our hard-working coworkers. We expect each coworker to promote a positive working environment for all.

- Respect for Our Coworkers. Our Company's employment decisions will be based on reasons related to our business, such as job performance, individual skills and talents, and other business-related factors. Our Company policy requires adherence to all national, state or other local employment laws. Our Company policy prohibits discrimination in any aspect of employment based on race, color, religion, sex, national origin, disability, age, or any other characteristic protected from discrimination by law. In addition, each coworker should endeavor to deal fairly with other coworkers.
- Abusive or Harassing Conduct Prohibited. Our Company policy prohibits abusive or harassing conduct by our coworkers toward others, such as unwelcome sexual advances, comments based on ethnic, religious or racial aspects, or other non-business, personal comments or conduct which make others uncomfortable in their employment with us. We encourage coworkers to report harassment or other inappropriate conduct as soon as it occurs in accordance with the Company's Harassment and/or Discrimination Policy.
- Health and Safety. We expect all coworkers to help us to maintain a healthy and safe working environment and to report promptly any unsafe or hazardous conditions or materials, injuries, and accidents connected with our business. Coworkers must not work under the influence of any substances that would impair the safety of others. All threats or acts of physical violence or intimidation are prohibited.
- Training. We expect all coworkers to know and understand all laws, rules, and regulations associated with performing their duties. Cash America will provide on-going training and other similar programs designed to enhance the skills of customer service representatives and managers. All coworkers are expected to attend and participate in such programs.

- The Future. All coworkers are encouraged to participate in the strategic planning of the Company's future by constantly exploring new ideas and techniques for improved customer services and operating efficiencies. Additionally, an annual performance evaluation and salary review will be provided to all coworkers, and promotions and/or merit increases will be based strictly on performance. "Getting ahead" at the expense of others will never be acceptable within the Cash America team.

Competition

We are committed to compete effectively, but lawfully, in our business markets.

- Compliance with Antitrust Laws. Our Company and its coworkers must comply with the antitrust and unfair competition laws of the countries in which our Company engages in business. These laws vary by country and can be complex. Coworkers having roles which may implicate antitrust laws are responsible for knowing the laws that apply to their business activities and should speak to the Legal Department if any questions arise. Generally, these laws prohibit or regulate: attempts to monopolize or otherwise restrain trade, selling products below cost, price fixing or other agreements with competitors that would divide or allocate customers or otherwise harm customers, "tying" arrangements that require a customer who wishes to buy a given product to buy other products or services, artificially maintaining prices, and certain other overly restrictive agreements. Except as may be authorized by the Chief Executive Officer or the Legal Department of the Company, our coworkers must not exchange nonpublic sales information with competitors.
- Fair Methods of Competition. Our Company is committed to competition on a lawful, ethical and fair basis. Our coworkers must not use improper or illegal means of gaining competitive information that is confidential or proprietary information owned by others. Our coworkers must not use or disclose confidential or proprietary information which they may have from past employment with other employers.

Conflicts of Interest

We expect all of our coworkers to avoid allowing their private interests to interfere, or appear to interfere, with the interests of our Company as a whole. It is our policy to promote the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

- Generally. Coworkers are expected to make or participate in business decisions and actions in the course of their employment with us based on the best interests of our Company as a whole and not based on personal relationships or benefits. Although some general guidelines are provided in this Code, our coworkers are expected to apply sound judgment to avoid conflicts of interest that could negatively affect our Company or its business, whether or not we have specific rules for that particular situation, and to avoid actions that make it difficult to perform his or her work for the Company objectively or effectively. Coworkers are expected to disclose to us any situations that may involve inappropriate or improper conflicts of interests affecting them personally or affecting other coworkers or those with whom we do business, as described under "How to Report Your Concerns" in this Code.
- Business Referrals. No coworker of our Company may personally attempt to give or steer our Company's business transactions to companies in which the coworker, a family relative of the coworker or personal friend of the coworker has a financial or other interest for the

purpose of benefiting the coworker, relative or friend. Coworkers should consult with their supervising managers and/or the Legal Department on any questions concerning the application of this policy.

- Personal Investments. Generally, our coworkers must avoid investments in other companies with which our Company does business if these investments could create the fact or appearance of a conflict of interest. Investing in relatively small positions of publicly-traded securities of other companies is generally not prohibited so long as there is no violation of our Company's Securities Trading Policy.
- Corporate Opportunities. Coworkers are prohibited from taking for themselves personal opportunities that properly belong to the Company or are discovered through use of corporate property, information or position and from using corporate property, information or position for personal gain.
- Prohibited Competition. Coworkers may not compete (work simultaneously for a competitor, customer, supplier, contractor or other similar party) with us during the term of their employment and may not initiate any steps to compete with us while still employed by our Company. While employed by the Company, being reimbursed by any third party other than the Company for those skill sets that you employ as an employee of the Company is strictly prohibited. Subject to agreement with the Company, coworkers may be prohibited from competing with the Company for a limited time after employment with the Company terminates.
- Outside Compensation and Activities. While employed by us, our coworkers must not work for or seek or accept personal payments from any entity, company, business, contractor, service provider, customer, supplier, competitor, distributor, reseller, or other business partner of our Company, except as approved in writing by an authorized officer, manager or the Legal Department of our Company. In addition, outside work activities that do not compete with the Company but affect job responsibilities or performance are prohibited. Trade secrets and other nonpublic know-how and information learned at our Company must not be used in activities outside our Company or in other ways that could harm our business.
- Outside Board Service. Coworkers are required to obtain prior authorization from management of our Company for service as a director, general partner, manager, officer or similar position with any privately-held or public business entity or as an appointee to any kind of governmental or quasi-governmental agency or body. Service solely as a director or trustee of nonprofit corporations engaged in charitable activities does not require approval unless that activity could involve improper conflicts of interest. This restriction does not apply to our non-coworker Board members who disclose their relationships to us.
- Gifts and Gratuities. Our coworkers must not seek or accept gifts or gratuities in the form of services or other items of material value from our customers, other business partners or other parties with whom our Company contracts. Our coworkers must not offer or give anything of value that could be or appear to be a bribe or an otherwise illegal payment. These prohibitions do not apply to items that are immaterial in value or items that are generally free promotional items, assuming these items are not otherwise prohibited by applicable law or custom. Coworkers should never accept anything that would appear to create a conflict of interest. In the unusual situation where refusal to accept a true gift might hurt our business, coworkers must be sure to consult the appropriate officer, manager or the Legal Department of our Company concerning the proper means of resolving the situation. Coworkers should

consult with their supervising managers on any questions concerning the application of this policy.

- Business Entertainment. Extending or accepting invitations to reasonable meals, public events and similar business activities incurred for bona fide business purposes are generally acceptable, assuming the costs are not disproportionate to the business purpose and otherwise do not create the fact or appearance of a conflict of interest. Our coworkers are expected to avoid sponsoring or accepting invitations to highly expensive events funded with corporate funds or personal celebrations such as birthday parties with costs paid with corporate funds at which the business purpose may appear incidental. Attending entertainment events that may appear contrary to professional standards of conduct should be avoided. Government officials should not be invited to entertainment events without first assuring that appropriate management or the Legal Department of our Company approves the invitation and confirms that it is not prohibited by law.
- Travel. Coworkers are expected to comply with our Company's travel policies in effect from time to time. We expect that all travel-related expenses must be incurred, accurately reported and recorded in compliance with these policies. If these expenses are to be paid by a customer or other business partner of ours, or if you wish to pay the expenses of your customer or other business contact or any representative of a government agency traveling to our location, your manager or a Company officer must approve these in advance.
- Chief Executive Officer's Supervisor. For purposes of this Code, the supervisor or supervising manager of the Chief Executive Officer of the Company shall be the Nominating and Corporate Governance Committee of the Board of Directors.

Legal Compliance Generally

We expect our coworkers to be committed to pro-active compliance with all applicable laws and regulations affecting our Company and its business. In addition to the laws referred to elsewhere in this Code:

- General Standard of Compliance. Our coworkers must comply with all applicable laws, rules and regulations in every location in which we conduct our business. Competitive factors, personal goals, and pressure from supervisors, customers or others shall never be an acceptable excuse for violating applicable laws. Our Company is a corporation organized in the United States of America, and our subsidiaries are organized under various U.S. and non-U.S. laws. U.S. laws often extend to the operations of our Company and its subsidiaries throughout the world, and wherever our coworkers live. If you encounter a conflict in laws of two or more jurisdictions that may apply to our operations, please consult the Legal Department for help in resolving that conflict.
- Lending Laws and Regulations. Among the most important laws and regulations that apply to the Company are those that govern our core lending businesses. These include the specific state pawn and payday advance statutes and the related administrative regulations adopted by state agencies. They also include a variety of federal laws related to consumer credit as well as the regulations adopted by federal agencies to enforce those laws. The Company's policies, procedures and systems are designed to ensure compliance with these various laws and regulations. If you have a question about the application of any of these laws and regulations to a particular transaction or situation that the Company faces, please consult the Chief Compliance Officer or the Legal Department for help.

- Avoiding the Acceptance of Misappropriated Goods. Our Company has in place a strict policy designed to protect against the acceptance of misappropriated goods. It is imperative that all coworkers adhere to this policy to ensure the integrity of the Company's transactions that involve tangible personal property/merchandise.
- Money Laundering Prevention. Our Company has in place a Bank Secrecy Act/Anti-Money Laundering Compliance Program. It is imperative that all coworkers adhere to the requirements of this program. People engaged in certain criminal activities such as illegal drugs and fraud may try to disguise proceeds of their crimes as legitimate funds. Many countries including the United States have enacted laws against money laundering that prohibit businesses from accepting or processing proceeds of criminal activities. Some of these laws require the reporting of defined cash or other suspicious transactions. Our coworkers responsible for documenting customer transactions should use due care to "know your customer," follow proper procedures for documenting the source and manner of payment, and otherwise help our Company avoid transactions that may involve illegal money laundering.
- Customer Privacy and Information Protection. Our Company has in place policies that protect non-public personal information concerning customers, employment applicants, and coworkers (present or former), that include document shredding, data encryption, data redaction, secured filing, etc. It is imperative that all coworkers adhere to the requirements of the program.
- Firearms Laws and Regulations. Our Company also has in place a number of important policies regarding transactions involving firearms. We must all strictly adhere to these policies to ensure the Company's compliance with these laws and regulations.
- Prohibited Corrupt Practices. Our Company and coworkers must comply with the United States Foreign Corrupt Practices Act and other anti-corruption laws that apply wherever we do business. Our coworkers and agents must not directly or indirectly offer or make a corrupt payment to any domestic or foreign government official, political party or candidate, or coworker of any enterprise owned or controlled by a government agency, for the purpose of influencing any official act or inaction, or obtaining, retaining or directing business. Our coworkers must not engage in any form of fraud, including but not limited to embezzlement, theft, hiding or misuse of Company assets, or falsification of records.
- Prohibited Political Contributions. Unless first approved by an executive officer or Senior Vice President of our Company, none of our coworkers shall contribute in our Company's name or on our Company's behalf, any cash, services or property of any kind for or in support of any political candidate, committee, initiative, or activity. No lobbying efforts or contracts shall be undertaken in our Company's name or on our Company's behalf without the prior approval of the Legal or Government Relations Departments.
- Prohibited Loans to Executive Officers and Directors. In order to ensure compliance with the pertinent provisions of the Sarbanes-Oxley Act of 2002, the Company must not, directly or indirectly, extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any director or executive officer of our Company, except as may be permitted under that Act.

- Environmental Laws. We respect the policies and requirements of domestic and foreign laws aimed at protecting the environment. We expect a commitment from our coworkers to report appropriately any violations of environmental laws and any exposure to hazardous materials or substances which are not being handled or disposed of properly.
- Intellectual Property Laws. We expect our coworkers to conduct our business and use our business systems and facilities in ways that avoid any violations of copyright, trademark, service mark, patent, trade secret or other intellectual property rights held by third parties.

Our Communities

We respect our coworkers' involvement in the community, charity and political activities and causes they may choose, so long as these activities do not interfere with job responsibilities to us. No coworker may represent that the coworker's views or activities represent those of our Company. Our coworkers must not engage in any unwanted solicitations or pressure toward other coworkers relating to charitable, religious or political causes.

Waivers Requested by Our Officers and Directors

This Code applies to our directors and officers as well as to our coworkers generally. Our directors are expected to abide by the principles of this Code, within the scope of their duties as directors, as if they were coworkers of our Company. Any waiver of this Code for any individual officer or director of our Company must be approved, if at all, by our Board of Directors. Any such waivers granted, as well as substantive amendments to this Code, will be publicly disclosed by appropriate means in compliance with applicable listing standards and SEC rules.

Enforcement

It is our policy to promote and implement prompt and consistent enforcement of this Code, fair treatment for persons reporting questionable behavior, clear and objective standards for compliance, and a fair process by which to determine violations.

- Compliance Officer. The Company has a Chief Compliance Officer. In that role, the Chief Compliance Officer reports to and is overseen by the Board's Audit Committee. The principal responsibilities of the Chief Compliance Officer are to oversee our compliance program, investigate reports of possible violations, and provide periodic reports and evaluations of the effectiveness of this program to the Audit Committee.
- Compliance Reporting. All reports we receive relating to this Code or other potential violations of law or ethics are sent to the Chief Compliance Officer. The Chief Compliance Officer initially screens and evaluates all reports. If the Chief Compliance Officer has information indicating that it is reasonably possible that a violation has occurred, the Chief Compliance Officer will (a) conduct an investigation to determine whether a violation actually occurred and (b) report to the Audit Committee of the Board of Directors a summary of each matter as to which an investigation is to be undertaken and a recommendation as to action, if any, to be taken by management. As necessary or appropriate, the Chief Compliance Officer may delegate such duties to a member of the Legal Department or the Director of Compliance. All reports made to our third party hotline (Alertline) that are determined to relate to accounting/auditing practices, internal controls, mail or wire fraud,

bribery, kickbacks, embezzlement, or Federal or State Securities Laws are directed to the Audit Committee for investigation, as described below. When requested to participate in an investigation, coworkers are expected to provide information or assist in the manner requested by the Chief Compliance Officer or the Audit Committee, as applicable, and failure to do so would be considered a violation of this Code.

- Audit Committee Review. In each case in which the Audit Committee determines that a violation in fact occurred, the Audit Committee will recommend that management implement enforcement action that the Audit Committee believes appropriate. Enforcement responses will be measured in the business judgment of the Audit Committee based on the nature of the violation, personnel involved, and other circumstances. In each case in which the Audit Committee determines that an executive officer or director has committed a violation, an appropriate report of the matter shall be made to the full Board of Directors at the Board's next meeting or immediately if deemed necessary by the Audit Committee.

While it is not practical to specify in advance detailed consequences for every possible violation, it is the policy of the Audit Committee that:

- all directors, officers and other coworkers are equally responsible for adherence to this Code consistent with the scope of their respective positions with our Company,
- enforcement action will be implemented for violations which the Audit Committee determines to have occurred, and
- individuals will be subject to discipline if they fail to exercise due care within the scope of their respective positions with our Company to detect and report violations by others.

Enforcement consequences may vary depending on the nature, severity and willful nature of the violation. Enforcement consequences may include:

- warnings for inadvertent or non-intentional acts which do not materially harm our Company, and
- enforcement action in response to serious violations, including demotion, compensation reduction, or termination of employment; legal action to recover damages incurred by our Company; and/or reporting of illegal conduct to appropriate government agencies.

Our Audit Committee will meet as often as reasonably needed to review any reports of violations from the Chief Compliance Officer and will meet at least annually to review and evaluate reports from the Chief Compliance Officer concerning the adequacy of this Code and related compliance procedures.

The Audit Committee's periodic review will also consider:

- effectiveness of this Code to reduce the prospect of misconduct and to promote ethical behavior,
- continued qualifications of the Chief Compliance Officer or any proposed successor,

- effective communication of this Code and related compliance policies to all coworkers and new hires via training programs and other communications,
- degree of support for our compliance program from senior management, and
- assessment of the compliance program's effectiveness in achieving consistent and fair enforcement in response to discovered violations and in preventing future violations.

Revised October 20, 2010