

CORPORATE CODE OF CONDUCT AND ETHICS

MOER FOUNDATION, INC.

"Making Our Environment Right"



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Preamble

It is the policy of MOER FOUNDATION (the "Company") that each associate of the Moer Foundation observes the highest standards of ethical behavior in the performance of his or her duties. It is the Moer Foundation's belief that this policy will be more effectively carried out in practice if there is a clear expression and understanding of the types of conduct that would violate the Moer Foundation's ethical standards. Accordingly, this Corporate Code of Conduct and Ethics (this "Code" or the "Code") is being distributed to each associate to advise him or her of the various ethical and legal responsibilities that are imposed by federal, state, local and foreign laws and by the Moer Foundation's policies affecting the performance of his or her duties. This Code also provides guidelines and procedures which, if followed, will assist each associate in the performance of his or her duties in an honest and ethical manner, and will help to avoid situations that could give rise to possible violations of business ethics and/or applicable law.

Each of us is responsible for conducting himself or herself in an ethical business manner and also to ensure that others do the same. If any one of us violates these standards, he or she can expect a disciplinary response, up to and including termination of any employment or other relationship with the Company, and possibly other legal action. If you become aware of any breach of this Code, you are obligated to report the breach to a member of the Compliance Committee, described in more detail below. By doing so, we ensure that the good faith efforts of all of us to comply with the Code are not undermined.

This Code is not intended to be all encompassing. Situations may arise that are not expressly covered by this Code or where the proper course of action is unclear. If such a situation arises, or if questions arise regarding the interpretation of policies contained in this Code, you should consult with a member of the Compliance Committee.

The Moer Foundation also has adopted and may in the future adopt additional policies providing guidelines for the conduct of associates in specific areas of the Company's business. For example, several of the topics addressed in this Code are also addressed in the Moer Foundation's Employee Handbook, as it may be amended or supplemented from time to time. Such policies are intended to supplement and not to supersede the provisions of this Code.

Applicability

This Code is applicable to every associate, as defined below, of the Moer Foundation. The term "associate" means every full and part-time employee of the Moer Foundation or its subsidiaries, all members of the Moer Foundation's senior management, including the Moer Foundation's Chief Executive Officer and Chief Financial Officer, and each member of the Moer Foundation's Board of Directors, whether or not employed by the Moer Foundation.

Implementation of the Code

The following questions and answers address the Moer Foundation's implementation of this Code. The Moer Foundation has attempted to design procedures that ensure maximum confidentiality and, most importantly, freedom from the fear of retaliation for complying with and reporting violations under this Code.

Q: Who is responsible for administering, updating and enforcing the Code?

A: The Moer Foundation's Board of Directors shall appoint one or more Compliance Officers who together shall constitute the Compliance Committee. The Compliance Committee is responsible for administering, updating and enforcing the Code. Ultimately, the Board of Directors of the Company must ensure that the Compliance Committee fulfills its responsibilities.

The primary responsibilities of the Compliance Committee are to:

- Develop the Code based on legal requirements, regulations and ethical considerations that are raised in the Company's operations;
- Ensure that the Code is distributed to all associates and that all associates acknowledge the principles of the Code;
- Develop internal procedures to monitor and audit compliance with the Code;
- Serve as point persons for reporting violations and asking questions under the Code;
- Set up a mechanism for reporting of suspected violations of the Code by associates and refer, when appropriate, such reports to the Board of Directors (or a committee thereof designated by the Board for such purpose);
- Conduct internal investigations, if appropriate, with the assistance of counsel, of suspected compliance violations;
- Evaluate disciplinary action for associates who violate the Code;
- In the case of more severe violations of the Code, make recommendations regarding disciplinary action to the Board of Directors or a committee thereof;
- Evaluate the effectiveness of the Code and improve the Code; and
- Revise and update the Code to respond to detected violations and changes in the law.

The Compliance Committee will provide a summary of any matter considered under the Code to the Board of Directors (or a committee thereof designated for such purpose) at the next scheduled meeting thereof, or sooner if warranted by the severity of the matter. All proceedings and the identity of the person reporting will be kept as confidential as practicable under the circumstances.

Q: How can I contact a member of the Compliance Committee?

A: The names and phone numbers of each member of the Compliance Committee are listed below. Any one of these individuals can assist you in answering questions or reporting violations or suspected violations under the Code.

Dr. Daniel Cosme Vice President	800-719-5070
Chamaine Daivs Administrative Director	800-719-5070

Q: Do I have a duty to report violations under the Code?

A: Yes, participation in the Code and its compliance program is mandatory. You must immediately report any suspected or actual violation of the Code to a member of the Compliance Committee. The Moer Foundation will endeavor to keep reports confidential to the fullest extent practicable under the circumstances. Failure to report suspected or actual violations is itself a violation of the Code and may subject you to disciplinary action, up to and including termination of employment or legal action.

Q: I'm afraid of being fired for raising questions or reporting violations under the Code. Will I be risking my job if I do?

A: The Code contains a clear non-retaliation policy, meaning that if you in good faith report a violation of the Code by the Moer Foundation, or its agents acting on behalf of the Moer Foundation, to a member of the Compliance Committee, the Company will undertake to protect you from being fired, demoted, reprimanded or otherwise harmed for reporting the violation, even if the violation involves you, your supervisor or senior management of the Moer Foundation. The Moer Foundation will endeavor to keep confidential any report you make to a member of the Compliance Committee to the extent practicable under the circumstances.

In addition, if you report a suspected violation under the Code which you reasonably believe constitutes a violation of a federal statute by the Moer Foundation, or its agents acting on behalf of the Moer Foundation, to a federal regulatory or law enforcement agency, you may not be reprimanded, discharged, demoted, suspended, threatened, harassed or in any manner discriminated against in the terms and conditions of your employment for reporting the suspected violation, regardless of whether the suspected violation involves you, your supervisor or senior management of the Moer Foundation.

Q: How are suspected violations investigated under the Code?

A: When a suspected violation is reported to a member of the Compliance Committee, the Compliance Committee will gather information about the allegation by interviewing the associate reporting the suspected violation, the associate who is accused of the violation and/or any co-workers or associates of the accused associate to determine if a factual basis for the allegation exists. The reporting associate's immediate supervisor will not be involved in the investigation if the reported violation involved that supervisor. The Moer Foundation will endeavor to keep the identity of the reporting associate confidential to the fullest extent practicable under the circumstances.

If the report is not substantiated, the reporting associate will be informed and at that time will be asked for any additional information not previously communicated. If there is no additional information, the Compliance Committee will close the matter as unsubstantiated. If the allegation is substantiated, the Compliance Committee will make a judgment as to the degree of severity of the violation and the appropriate disciplinary response.

In more severe cases, the Compliance Committee will make a recommendation to the Board of Directors of Moer Foundation for its approval. The Board's decision as to disciplinary and corrective action will be final. In the case of less severe violations, the Compliance Committee may refer the violation to the Human Resources Department for appropriate disciplinary action.

The Compliance Committee shall provide a summary of any matter considered under the Code to the Board of Directors (or a committee thereof designated for such purpose) at its next scheduled meeting, or sooner if warranted by the severity of the matter. Moer Foundation will endeavor to keep all proceedings and the identity of the reporting person as confidential as practicable under the circumstances.

Q: Do I have to participate in any investigation under the Code?

A: Your full cooperation with any pending investigation under the Code is a condition of your continued relationship with Moer Foundation. The refusal to cooperate fully with any investigation is a violation of the Code and grounds for discipline, up to and including termination.

Q: What are the consequences of violating the Code?

A: As explained above, associates who violate the Code may be subject to discipline, up to and including termination. Associates who violate the Code may simultaneously violate federal, state, local or foreign laws, regulations or policies. Such associates may be subject to prosecution, imprisonment and fines, and may be required to make reimbursement to Moer Foundation, the government or any other person for losses resulting from the violation. They also may be subject to punitive or treble damages depending on the severity of the violation and applicable law.

Q: What if I have questions under the Code or want to obtain a waiver under any provision of the Code?

A: Any member of the Compliance Committee can help answer questions you may have under the Code. Particularly difficult questions will be answered with input from the Compliance Committee as a whole. In addition, the Code provides information on how you may obtain a waiver from the Code. Waivers will be granted only in very limited circumstances. You should never pursue a course of action that is unclear under the Code without first consulting a member of the Compliance Committee, and, if necessary, obtaining a waiver from the Code.

Proper Use of Company Property

Proper protection and use of Company assets, including proprietary information, is a fundamental responsibility of each associate. The use of Moer Foundation's funds, services or assets for an illegal or improper purpose is strictly prohibited. Associates must comply with security programs to safeguard assets against unauthorized use or removal, as well as against loss by criminal act or breach of trust.

The removal from Moer Foundation's facilities of Moer Foundation's property is prohibited unless authorized. This applies to furnishings, equipment and supplies, as well as property created or obtained by Moer Foundation for its exclusive use, such as customer lists, files, personnel information, reference materials and reports, computer software, data processing programs and data bases. (See also the Section in this Code relating to Confidential and Proprietary Information.) Neither originals nor copies may be removed from Moer Foundation's premises or used for purposes other than Moer Foundation's business without prior written authorization.

Moer Foundation's products and services are its property. Contributions made by any associate to their development and implementation are Moer Foundation's property and remain Moer Foundation's property even if the individual resigns or his or her employment or other association with Moer Foundation is otherwise terminated.

Commitment to Company – Related Activities

Each employee has an obligation to use productively the time for which he or she receives compensation from Moer Foundation. Work hours should be devoted to activities directly related to Moer Foundation's business, except for non-business activities authorized by a member of the Compliance Committee.

Each employee's work for Moer Foundation must be his or her primary focus. Outside employment, such as a second job, must be kept entirely separate from the employee's work for Moer Foundation. No employee may use Company time or Moer Foundation's name, influence, credit, assets, materials or facilities, or services from other employees, for outside work unless it is for Company authorized community service or volunteer work.

No employee may accept any offer to serve as a director, partner or consultant or in any managerial position or other form of employment or affiliation with any company that does business with Moer Foundation without first notifying the Compliance Committee in writing of his or her intent to do so and receiving approval for such activities. No management or supervisory level employee can accept any outside employment, and no other employee can accept outside employment with a competitor of Moer Foundation, while employed by Moer Foundation.

Conflicts of Interest

An associate should avoid any conflict of interest or appearance of a conflict of interest. A conflict of interest exists if an associate has a personal financial interest or other relationship that is or could be adverse to, or conflict with, the best interests of Moer Foundation. A conflict may exist irrespective of the individual's intentions. Such situations may arise if the loyalty of any associate to Moer Foundation is placed in jeopardy by an activity that may produce an actual or potential benefit to that person from a source outside Moer Foundation.

All actual and potential conflicts must be disclosed immediately to a member of the Compliance Committee. Failure to do so is a violation of this Code.

In order to prevent conflicts or potential conflicts of interest, an associate's involvement in the following activities are prohibited, unless approved in advance by the Compliance Committee or, if the associate is an officer or director of Moer Foundation (or if it is otherwise appropriate under the circumstances), by the Board of Directors or stockholders of Moer Foundation in accordance with applicable law:

1. No associate or closely related family member shall have a significant financial interest in, or obligation to, an actual or potential customer, competitor or supplier of goods or services to, Moer Foundation.
2. No associate shall conduct business on Moer Foundation's behalf with a competitor or supplier of Moer Foundation if a closely related family member is a principal, officer or agent of such competitor or supplier.
3. No associate or closely related family member shall buy, sell or lease property from Moer Foundation or buy, sell or lease property in which Moer Foundation is or may be interested.
4. An associate should not perform services as an officer, director, employee, independent contractor, advisor or consultant for any actual or potential customer, competitor or supplier of Moer Foundation. Any other types of supplementary employment should be avoided if such outside employment could cause embarrassment to, jeopardize the interests of, or interfere with, the operations of Moer Foundation or adversely affect the individual's productivity or the productivity of fellow associates.
5. No associate may deprive Moer Foundation of a business opportunity, or divert a business opportunity to such associate's own benefit. If an associate becomes aware of an opportunity to acquire or profit from a business opportunity or investment in which Moer Foundation is or may consider participation or in which Moer Foundation may have an existing interest,

the relevant facts should be disclosed to a member of the Compliance Committee and the opportunity first offered to Moer Foundation. An associate may only proceed to take advantage of such opportunity if Moer Foundation is unwilling or unable to take advantage of such opportunity and Moer Foundation does not object in writing to the associate's involvement in the business opportunity.

It is impossible to outline every situation that may give rise to a conflict of interest or an appearance of a conflict of interest.

While the above examples are intended to provide associates with guidelines in order to assist them in avoiding conflicts, it is anticipated that other situations may occur which are not clear-cut violations of the conflicts of interest policy but are inconsistent with high standards of business ethics. If there is any doubt as to the application of this policy to a specific situation or transaction, the matter should be brought to the attention of any member of the Compliance Committee.

Confidential and Proprietary Information

No associate shall disclose to a third party or use for his or her own personal benefit confidential information. Confidential information includes, without limitation, information or data known or acquired relating Moer Foundation's decisions, planning, business strategy, competitive bids, existing or potential customers, competitors or suppliers, financial results or operations, or any other information that is of a confidential nature. This prohibition also applies to the confidential information of Moer Foundation's customers, suppliers and other parties with whom Moer Foundation does business. Associates should guard against the careless or inadvertent disclosure of any confidential information to customers, competitors, suppliers or persons engaged in any aspect of the securities business.

Proprietary information developed or acquired by Moer Foundation and its associates should not be disclosed by an associate and should be protected against theft and inadvertent loss. Proprietary information includes, without limitation, information relating to trade secrets, patents, research studies and results, manufacturing techniques and marketing strategies. Improper disclosure could destroy the value of such information to Moer Foundation and substantially weaken Moer Foundation's competitive position and could subject Moer Foundation to substantial liability to any third party licensor of such information.

The premature disclosure of information intended for public disclosure before the actual disclosure of such information is authorized by management is also prohibited. Such disclosure could result in the violation of laws, rules and regulations, and Company policies, regarding insider trading and subject the disclosing party to severe penalties.

This prohibition applies specifically (but not exclusively) to inquiries about Moer Foundation that may be made by the financial press, investment analysts or others in the financial community. It is important that all such communications on behalf of Moer Foundation be through an appropriately designated officer under carefully controlled circumstances. Unless you are expressly authorized to the contrary, if you receive any inquiries of this nature, you should decline comment and refer the inquirer to human resources dept.

Please review Moer Foundation's separate Disclosure Policy, which governs all communication with people outside Moer Foundation.

Alcohol and Illegal Drugs

In order to best perform work assignments, associates must be free of the physical and psychological influences of drugs and alcohol. Reporting to work under the influence of any illegal drug or alcohol, having an illegal drug in one's system, or using, possessing or selling illegal drugs while on Company time or business may result in immediate termination. Moer Foundation will employ pre-employment drug testing as a part of its business practices for enforcing a drug-free work environment. You should also refer to Moer Foundation's Employee Handbook for additional information, policies and procedures with respect to this topic.

Harassment

Each associate has the right to work in an environment free from harassment. Moer Foundation will not tolerate verbal, nonverbal or physical conduct by any associate or person associated with Moer Foundation's business activities (including suppliers and customers) which harasses, disrupts or interferes with another's work performance or creates an intimidating, offensive, abusive or hostile work environment. This includes any and all incidents of harassment or workplace violence. Workplace violence includes robbery and other commercial crimes, domestic and stalking cases, violence directed at the associate, terrorism and hate crimes committed by past or current associates and/or family members, customers, suppliers and other third parties.

As part of Moer Foundation's commitment to a safe workplace for its associates, Moer Foundation prohibits the possession of firearms, other weapons, explosive devices or other dangerous materials on Company premises or while conducting Company business. You should also refer to Moer Foundation's Employee Handbook for additional information, policies and procedures with respect to this topic.

Compliance with Laws Generally

Moer Foundation, through the actions of its associates, strives to conduct its business and affairs in compliance with all applicable federal, state and local laws, rules and regulations, as well as the laws, rules and regulations of any foreign country in which Moer Foundation conducts business. All associates must take an active role in being knowledgeable of and ensuring compliance with all such laws, rules and regulations that pertain to the activities they perform on behalf of Moer Foundation.

Compliance with Copyright Laws

Moer Foundation respects the intellectual property rights of others, including their copyrights. Violation of copyright laws is a federal offense and carries with it severe sanctions, including fines and, possibly, imprisonment. No associate may duplicate, distribute or incorporate copyrighted works of others into Moer Foundation's works, whether electronically or by conventional means, unless appropriate permissions are obtained from the owners of such works.

Compliance with Environmental Laws

Moer Foundation is committed to conducting its business in compliance with all applicable federal, state and local environmental laws, rules and regulations, and the laws, rules and regulations of each foreign jurisdiction in which it conducts business. Associates are responsible for complying with these laws, rules and regulations (and the policies and procedures adopted by Moer Foundation in order to facilitate such compliance) as they pertain to the activities they perform on behalf of Moer Foundation. Any violations or potential violations of these laws, rules, regulations, policies or procedures detected by any associate should be reported at once to the associate's immediate supervisor.

Equal Employment Opportunity

Moer Foundation is committed to the principles of equal employment opportunity and will comply with all laws, rules, regulations and policies relating to non-discrimination in all of our personnel actions. Such actions include hiring, layoffs, benefits, transfers, terminations, recruiting, compensation, corrective action, recalls and promotions. Opportunities will be extended to all associates without regard to race, color, religion, national origin, sex, sexual orientation, age, disability or veteran status. You should also refer to Moer Foundation's Employee Handbook for additional information and policies with respect to this topic.

Compliance with Health and Safety Laws

Moer Foundation strives to keep the workplace as free of risk to its associates as commercially possible and to comply with all applicable laws, rules and regulations relating to the health and safety of its associates. Each associate must follow all of the safety rules and procedures for his or her department and take action when necessary to protect themselves and their co-workers from harm. All workplace related accidents, no matter how small, should be reported at once to the immediate supervisor. The same applies to any unsafe conditions or practices that may be observed so that timely, corrective action may be taken to resolve those issues.

Accurate and Complete Accounting

Under law, Moer Foundation is required to keep books, records and accounts that accurately and fairly reflect all transactions, dispositions of assets and other events that are the subject of specific regulatory record keeping requirements, including generally accepted accounting principles and other applicable rules, regulations and criteria for preparing financial statements and for preparing periodic reports filed with the SEC. All Company reports, accounting records, sales reports, expense accounts, invoices, purchase orders and other documents must accurately and clearly represent the relevant facts and the true nature of transactions. Reports and other documents should state all material facts of a transaction and not omit any information that would be relevant in interpreting such report or document. Under no circumstance may there be any unrecorded liability or fund of Moer Foundation, regardless of the purposes for which the liability or fund may have been intended, or any improper or inaccurate entry knowingly made on the books or records of Moer Foundation. No payment on behalf of Moer Foundation may be approved or made with the intention, understanding or awareness that any part of the payment is to be used for any purpose other than that described by the documentation supporting the payment. In addition, intentional accounting misclassifications (e.g., expense versus capital) and improper acceleration or deferral of expenses or revenues are unacceptable reporting practices that are expressly prohibited.

Moer Foundation has developed and maintains a system of internal controls to provide reasonable assurance that transactions are executed in accordance with management's authorization, are properly recorded and posted, and are in compliance with regulatory requirements. The system of internal controls within Moer Foundation includes written policies and procedures, budgetary controls, supervisory review and monitoring, and various other checks and balances, and safeguards.

Responsibility for compliance with these internal controls and disclosure controls and procedures rests not solely with Moer Foundation's accounting personnel, but with all associates involved in approving transactions, supplying documentation for transactions, and recording, processing, summarizing and reporting of transactions and other information required.

Any associate who believes Moer Foundation's books and records are not in accordance with these requirements should immediately report the matter to a member of the Compliance Committee. Moer Foundation has adopted explicit non-retaliation policies with respect to these matters, as described below.

Document Retention

Numerous federal and state statutes require the proper retention of many categories of records and documents that are commonly maintained by companies. In consideration of those legal requirements and Moer Foundation's business needs, all associates must maintain records in accordance with Moer Foundation's Document Retention Policy, a copy of which has been distributed and is available from any member of the Compliance Committee.

In addition, any record, in paper or electronic format, relevant to a threatened, anticipated or actual internal or external inquiry, investigation, matter or lawsuit may not be discarded, concealed, falsified, altered or otherwise made unavailable once an associate has become aware of the existence of such threatened, anticipated or actual internal or external inquiry, investigation, matter or lawsuit. Associates must handle such records in accordance with the procedures outlined in Moer Foundation's Document Retention Policy.

When in doubt regarding retention of any record, an associate should not discard or alter the record in question and should seek guidance from a member of the Compliance Committee. Associates should also direct all questions regarding Moer Foundation's Document Retention Policy and related procedures to a member of the Compliance Committee.

Corporate Advances

Under law, Moer Foundation may not lend money to associates except in limited circumstances. It is a violation of the Code for any associate to advance Company funds to any other associate or to himself or herself except for usual and customary business advances for legitimate corporate purposes which are approved by a supervisor. It is Moer Foundation's policy that any advance to an associate over \$1,000 be approved by the Compliance Committee.

Company credit cards are to be used only for authorized, legitimate usual and customary business purposes. An associate will be responsible for any unauthorized charges to a Company credit card.

Bribery and Kickbacks

No associate of Moer Foundation shall directly or indirectly offer, give, solicit or accept any money, privilege, special benefit, gift or other item of value for the purpose of obtaining, retaining or directing business, or bestowing or receiving any kind of special or favored treatment. Moer Foundation will not permit or condone the use or receipt of bribes, kickbacks or any other illegal or improper payments or transfers in the transaction of its business. The use of any outside consultant, attorney, accountant or agent in any manner or for any purpose that would be contrary to this prohibition is not permitted.

Business Entertainment and Gifts

Business entertainment and gifts for customers, prospective customers and other persons or entities who do business with Moer Foundation are permitted if approval of such entertainment or gift is obtained in advance from a member of the Compliance Committee, and provided the entertainment provided is not lavish or excessive or the gift given is of nominal value. Neither should exceed the bounds of good taste or customary business standards in the community. Under no circumstances shall a gift of cash or cash equivalents (i.e. gift certificates) be given. Care should be exercised to ensure that any business entertainment or gift cannot be reasonably construed by the recipient as a bribe or improper inducement. It should be expected that any business entertainment provided or gift given will become publicly known and, if either is excessive or lavish, it may be wrongly construed by the recipient or others. All funds expended for business entertainment and gifts must be accurately documented and reflected in the books and records of Moer Foundation.

No associate or closely related family member shall accept any gifts or be the recipient of any business entertainment from any person or entity soliciting business from Moer Foundation, except for gifts of nominal value or entertainment, meals and social invitations that are not lavish or excessive. Neither should exceed the bounds of good taste or customary business standards in the community and should not obligate the recipient.

Acceptance of a gift or participation in business entertainment by an associate should be done with the expectation that such acceptance will become publicly known and may be construed as an attempt to influence decisions or matters affecting Moer Foundation's operations. Cash and cash equivalents (i.e. gift certificates) shall not be accepted by any associate.

Business Dealing Outside the United States

The international nature of Moer Foundation's business may give rise to Moer Foundation's services being sought by persons or companies who do business in areas of the world that are subject to boycotts by other nations or that may be subject to sanctions or export controls by the United States. Sales to nationals of a country that is subject to a boycott may result in sanctions against Moer Foundation by a government entity or in the loss of other business or serious adverse economic consequences.

Any time that goods or technology are exported from the United States to a foreign country, U.S. export controls and customs laws must be considered. Formal government approval may be required before export is permitted. Ms. Davis should be consulted prior to undertaking any transactions involving the export of goods to a foreign country.

The Foreign Corrupt Practices Act (the "FCPA") prohibits a United States citizen from engaging in certain types of activities while conducting business outside the United States. In accordance with the provisions of the FCPA, no associate of Moer Foundation shall give or offer to give, directly or indirectly, anything of value to any foreign official (including an official of any political party or candidate for any political office) for the purpose of (a) influencing any act or decision of the recipient in his official capacity; (b) inducing the recipient to use his influence to affect any act or decision of any foreign government; or (c) inducing the recipient to do or omit to do any act in violation of the lawful duty of such person. The FCPA provides that an individual may be fined up to \$100,000 and imprisoned for up to five years for violations thereof. In addition, Moer Foundation is subject to substantial monetary penalties for violations of the FCPA by its associates and is prohibited from directly or indirectly paying the monetary fines imposed on individual violators of the law.

The FCPA does not prohibit any "*facilitating*" or "*expediting*" payment made for the purpose of expediting or securing the performance of a routine governmental action by a foreign official, political party or party official. Therefore, facilitating payments or property of a nominal value given or made to a foreign official or party for the purpose of expediting or securing the performance of routine governmental action may be permissible under some circumstances. It is Moer Foundation's policy, however, that no such payments may be made unless prior approval has been obtained in advance from a member of the Compliance Committee. Routine governmental actions are actions, which are ordinarily or commonly performed by a foreign official in:

- (a) obtaining permits, licenses or other official documents to qualify a person to do business in a foreign country;
- (b) processing governmental papers such as visas and work orders;
- (c) providing police protection, mail pick-up and delivery, or scheduling inspections associated with contract performance or inspections related to the transit of goods across country; (
- d) providing phone service, water and power supply, loading or unloading cargo, or protecting perishable products or commodities from deterioration; or
- (e) other actions of similar nature. Routine governmental action does not include any decision by a foreign official whether, or on what terms, to award new business to or to continue business with a particular party, or any action taken by a foreign official involved in the decision making process to encourage a decision to award new business to, or continue business with, a particular party.

Dealing with Government Officials

As federal, state and local laws may require associates of Moer Foundation to be in contact with public officials, it is essential that any associate who has such contact act in a manner that will uphold Moer Foundation's excellent reputation for ethical behavior. Dealings with government officials shall conform to the following standards:

1. All associates who contact public officials must be familiar with the applicable federal, state or local lobby laws and public disclosure requirements, particularly those laws or regulations that pertain to registrations or filings that must be made by Moer Foundation.
2. No payment shall be made to, or for the benefit of, any public official in order to induce or entice such official to enact, defeat or violate any law or regulation for Moer Foundation's benefit; to influence any official act; or to obtain any favorable action by a governmental agency or official on behalf of Moer Foundation.
3. Gifts of greater than nominal value to, or lavish entertainment of, public officials are prohibited as such acts may be construed as attempts to influence government decisions in matters affecting Moer Foundation's operations. Any giving of gifts to, or entertaining of, public officials shall be approved in advance by a member of the Compliance Committee, shall be in accord with the customary business standards of the community and should not give rise to any appearance of impropriety.

Political Contributions

Except as provided below, no corporate funds or services shall be paid or furnished to any political party or any candidate for, or incumbent in, any public office for political purposes. Moer Foundation may make a political contribution if it is

(a) legal under all applicable federal, state and local laws and regulations and the written opinion of Moer Foundation's general counsel is obtained in advance that such contribution is lawful;

(b) approved by Moer Foundation's President and Board of Directors; and

(c) reported to the Board of Directors at the next meeting of the Board subsequent to the making of such charitable contribution.

The prohibitions and limitations on political contributions outlined above relate only to the use of corporate funds and services and in no way are intended to discourage associates from making personal contributions to candidates or political parties of their choice.

Moer Foundation wholeheartedly endorses personal involvement in the political process by all associates acting in their individual capacity, including specifically voting in primary and general elections, working for candidates for public office and making personal contributions to political parties or to campaign funds. It is this kind of personal interest and activity that will best assure the integrity of the political process and the quality of our public institutions.

Moreover, Moer Foundation affirms its right and duty to participate in the political process by supporting non-partisan registration and political education activities, expressing Moer Foundation's views in legislative forums and communicating on public issues with associates, stockholders and their families, customers, suppliers and the general public.

Duty to Report Violations; Non-Retaliation Policy

Any associate of Moer Foundation having any information or knowledge regarding the existence of any violation or suspected violation of the Code has a duty to report the violation or suspected violation to a member of the Compliance Committee. Failure to report suspected or actual violations is itself a violation of the Code and may subject the associate to disciplinary action, up to and including termination of employment or legal action. Moer Foundation will endeavor to keep reports confidential to the fullest extent practicable under the circumstances.

Any associate who, in good faith, reports a suspected violation of the Code by Moer Foundation or an associate or agent acting on behalf of Moer Foundation to a member of the Compliance Committee may not be fired, demoted, reprimanded or otherwise harmed for, or because of, the reporting of the suspected violation, regardless of whether the suspected violation involves the associate, the associate's supervisor or senior management of Moer Foundation.

In addition, any associate who reports a suspected violation under the Code which the associate reasonably believes constitutes a violation of a federal statute by Moer Foundation or an associate or agent acting on behalf of Moer Foundation to a federal regulatory or law enforcement agency may not be reprimanded, discharged, demoted, suspended, threatened, harassed or in any manner discriminated against in the terms and conditions of the associate's employment for, or because of, the reporting of the suspected violation, regardless of whether the suspected violation involves the associate, the associate's supervisor or senior management of Moer Foundation.

Certification

All associates of the Corporation will be required on an annual basis to certify their compliance with the requirements of this Code.

Sanctions

Any associate who shall be found to have violated this Code may be subject to immediate disciplinary action, including reassignment, demotion or, when appropriate, dismissal. Legal proceedings may also be commenced by Moer Foundation against such individual to recover the amount of any improper expenditure and any other losses that Moer Foundation or its subsidiaries may have incurred as a result of a violation of this Code. Prosecution by federal, state or local public officials of violators under applicable criminal statutes may also result.

Interpretation; Waivers

Anything herein to the contrary notwithstanding, all questions regarding the interpretation, scope and application of the policies set forth herein shall be referred to any member of the Compliance Committee, who may consult with the entire Compliance Committee and Moer Foundation's legal counsel for resolution.

If any situation should arise where a course of action would likely result in a violation of the Code but for which the associate thinks that a valid reason for the course of action exists, the associate should contact a member of the Compliance Committee to obtain a waiver **prior to the time the action is taken. No waivers will be granted after the fact for actions already taken.** Except as noted below, the Compliance Committee will review all the facts surrounding the proposed course of action and will determine whether a waiver from any policy in the Code should be granted.

Waiver Procedures for Executive Officers and Directors. Waiver requests by an executive officer or member of the Board of Directors shall be referred by the Compliance Committee, with its recommendation, to the Board of Directors or a committee thereof for consideration.

If either (i) a majority of the independent directors on the Board of Directors, or (ii) a committee comprised solely of independent directors agrees that the waiver should be granted, it will be granted.

It is Moer Foundation's policy only to grant waivers from the Code in limited and compelling circumstances. – Dr. Ali Y. Muhammed , Founder/President

CERTIFICATION

I, _____,
certify that I have received the *Corporate Code of Conduct and Ethics* of *MOER FOUNDATION*, I have read them, fully understand them, and agree to abide by them.

2006: _____
Signature Date

2007: _____
Signature Date

2008: _____
Signature Date

2009: _____
Signature Date