



INTRODUCTION

Since the beginning of the human strand that prevailed upon all others, the race has over the years of their evolution, the divisions of location, language, color, size, sex, religion, ability, strength, sexual orientation, have all expanded the division of equality and justice.

Wars, fighting, strength and collective planning have changed the equality balance of all and such traits fabricated the way that we live today.

The losers are the weak ones based on one or more of the weaknesses that the strong one see as being weak and through many means and over time the inequality today is so prominent that perhaps people don't even see it or wish to acknowledge it or simply they assume that such, perhaps, true, is too far away from them but this is not true.

Inequality is everywhere and at all levels with the only difference being to which type, form, amount and direct effect one is involved in.

No designer of an any grand visions and expression is as vast as the creation that we are all in and that creation has not designed humans to be acting as it is today as it only gave it the means of choice.

Unfortunately, the ability to choose, opens a wide range of options into paths forward in the future and this path has brought the human race to the constant need for more and more of actually nothing of value as they perceive that value is in wealth and collection of material things and on the mental state of who is the strongest in many and all means, simply, wins and therefore dominates and controls.

Control can and is operating in many ways and any control of another being especially when one is doing it to gain and not to help or to balance, is simply wrong.

There many people that weep silently in the injustice that has now claimed more than 99% of the global population which is now measured in billions. Billions of people that simply don't see and don't have the means to self-support and to be given the ability and assistance to depart such living situation and to become a person which was designed to be.



MISSION STATEMENT

We, as part of a collective whole, co-existing on planet earth which planet doesn't belong to us but we are mere visitors for a speck of time along the ripples of time, are committing our own created resources to empower, protect and support planet earth and its people of need, of any need, in any continent, country, state, province, city, town, village, without concerns of country, flag, politics, races, color, religion, sex, sexual orientation, language and opinion and to do so with no expectations of any form and shape, or rewards towards the company and its people that operate it.

We, take no position on any of the above-mentioned attributes as our mission is simply to support efforts of governments, companies and people that empower planet earth and any and all of its people.

PURPOSE OF COMPANY OPERATIONS

We, all the people that are and to be involved in the project of giving, shall simply provide the means for people to empower themselves and their communities and to build a better future for themselves and their children and their generations where there will be no fear and no hunger and no injustice and no despair.

Such task might be viewed as impossible but nothing is impossible in the dimensional illusion that we exist as the basic fabric of this reality is a mental one and not a physical one, therefore, one via the mind can create physical dimensional reality and in such, we will have the means to always support and empower the people of need as well as the planet of which is being stripped and poisoned daily for far too long.

Via the means of a decentralized management system and using a combination of other companies providing support and the company proving the core management, a decision for a project to be funded can be made within 24 hours and not only from the head office as funding permits subject to their value can be triggered from all the levels.

All the steps involved from funding to delivery, installation, training and management is managed by the foundation.

Funds	Purchasing	Consolidation	Shipping	Warehousing	Delivery	Installation

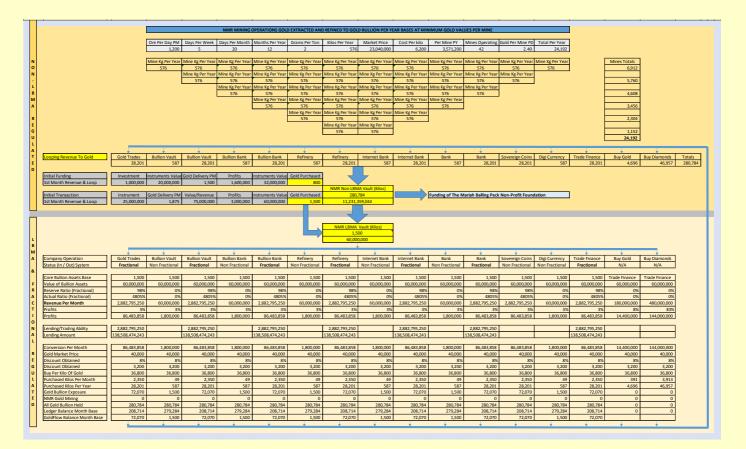


DIRECT FUNDING, PURCHASING, DELIVERY, EMPOWERMENT

The foundation means of funding, primarily will be generated via and from the global gold and banking operations of the Nevada Minerals Holding Company, its subsidiaries and its partners.

While the company's operational model is based from exploration to gold backed digital currency, it is via the ability to loop all the different segments of the gold sector and turning into a gold backed digital currency format.

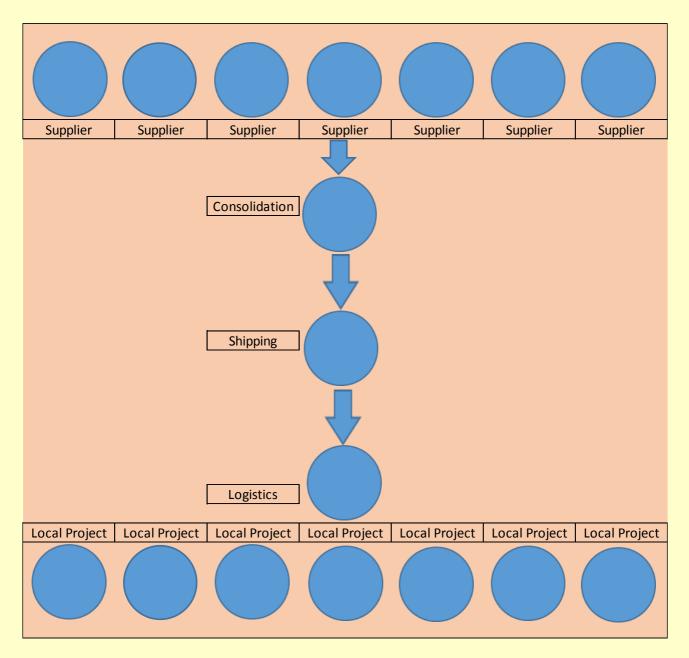
Profits, lines of credits, products, services, networking, distribution, extended joint ventures, partners and associations, ripple into the NMR Non-Profit Foundation, therefore the foundation is and will always be fully supported and funded.



The company will be able to support and fund perpetually the foundation as it will always have the means and resources via the foundation of gold mining, trading and currency so to rebalance the needs of the many and of the earth.



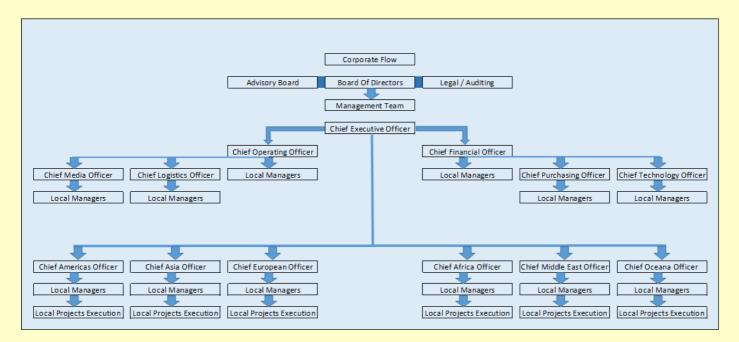
Direct, low cost, rapid deployment and changes can take place anywhere in the world based on the operational model of acting directly and rippling globally and locally based on operations already in place.



Foundation operations include all steps from project/application for funding and assistance evaluation to the sourcing, purchasing, consolidation, transportation, training, assembly and seed funding if needed, so for the project to take root and change people's life's and way of life as they see it and accept it.



CORPORATE STRUCTURE



Head office	: United States of America
Accounting	: United States of America
Legal	: United States of America
Funding	: Global
Board of Directors	: Global
Advisory Committee	: Global
Banking & Finance	: Global
Global / Local Management	: Global
Second Tier Management	: Global via Manpower companies
Local Level Operations	: Global / Local
Global / local offices	: Hong Kong, China, Brazil, Switzerland, Malta, UAE, Kenya, India
Global Sourcing	: China
Global Consolidation	: China
Global Transportation	: C. Steinweg Group



BOARD OF DIRECTORS

Chairman of the Board	:
President	:
Vice President	:
Treasurer	:
Secretary	:
Board member	:
Board member	:

ADVISORY TEAM

:
:
:
:
:
:
:

CORPORATE OFFICERS

The corporation's officers oversee the business's daily operations, and in their different roles they are given legal authority to act on the corporation's behalf in almost all lawful business-related activities. Officers are usually appointed by the corporation's board of directors, and while specific positions may vary from one corporation to another, typical corporate officers include:

- Chief Executive Officer (CEO) or President. The CEO has ultimate responsibility for the corporation's activities, and signs off on contracts and other legally-binding action on behalf of the corporation. The CEO reports to the corporation's board of directors.
- Chief Operating Officer (COO). Charged with managing the corporation's day-to-day affairs, the COO usually reports directly to the CEO.
- Chief Financial Officer (CFO) or Treasurer. The CFO is responsible (directly or indirectly) for almost all of the corporation's financial matters.
- Secretary. The corporation's Secretary is in charge of maintaining and keeping corporation's records, documents, and "minutes" from shareholder meetings.



MANAGEMENT TEAM

Chief Executive Officer Chief Operating Officer Chief Financial Officer Chief Purchasing Officer Chief Logistics Officer Chief Media Officer Chief Technology Officer Chief Americas Officer Chief Asia Officer Chief European Officer Chief Africa Officer Chief Middle East Officer Chief Oceana Officer

:

:

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SOCIAL MEDIA / AWARENESS

The foundation will seek and establish the best people and companies across the world so to establish a simple social media platform from a website in many languages to using news, events, requirements, progress reports, partners, via the various social media platforms.

GOVERNMENTS / INVOLVEMENT

The foundation due to the work involved which varies in scope and in direct and indirect involvement with any country, it will need and seek government support, perhaps not in a monetary means but in the regulations, rules and regulations, obtaining gland for development and all the necessary licensing and permits, setting up companies, importing products etc., hiring local people.

It is of vital importance for the operations to be cleared and in support by the governments and therefore of supporting each other in the best way possible.



PROJECTS / FUNDING INVOLVED

The foundation is open to fund any type and at any stage project that is a direct benefit of the people in need. There must be a solid long-term benefit to the project for any local area and its people as well as for the lands.

Any such projects will have to create a micro economy which in balance can create products and services for the local people in and via a range of services from medical to exporting products to other locations.

Acceptable projects are and in the following categories:

- Standard and alternative energy, on and off the grid
- Medication, preventive and prescriptions
- Research and development of new medicines and related products and services
- Hospitalization services and support, on and off the grid as well as mobile hospitals
- Disease prevention and education
- Education in general, basic, technical, advanced
- Athletics, sports, education, competition
- Manufacturing of all formats, products and services per country and local needs and customs
- Processing of any and all forms
- Assembly of products of any and all forms for local use
- Exporting of any local produced products and services with a market
- Housing, on and off the grid, homeless, low cost housing, support and foundations
- Water systems, on and off the systems, filtration, production, distribution
- Fuel, alternative and non, storage, distribution
- Security, police, guards, protection
- Infrastructure projects on and off the grid
- Food production, raw, frozen, processed, distribution
- Agriculture systems, local and advanced
- Farming systems, reforestation, etc.
- Ocean farming, sustained systems, local use
- Alternative products
- Technology projects, products and services in general
- Transportation and logistics
- Fabrics, clothing and shoes, assembly, manufacturing and trading
- Furniture and other
- Consumer products in general electronic, electric and others
- Cultural products and services
- Edible oils
- Mining and processing
- Law, rules, policies in compliance with the country rules and regulations



PROCESSING PROJECTS FOR FUNDING

The foundation will consider financing any large and small project from any research and development in anything that can be utilized at a global scope, where it improves the quality of lives in any all aspects of it.

The gain of a product that can be used across the globe and as such product doesn't need to create profit, the foundation can expand and distribute a wide range of products and services in both ways. Being able to bring in products needed to a community but also assist in exporting products from any community to any other country where there is a market for it, subsidizing if needed the process so to be more competitive and attractive to the markets.

A complete business plan and its merits will need to be compiled and submitted with emphasis on the operations team and their experience as well as to the capital equipment needs and final designs of the products and/or services that the company wishes to promote and sell.

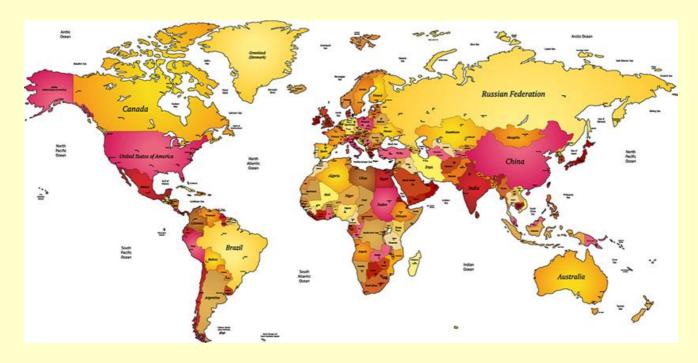
GLOBAL / LOCAL

The foundations means of acting upon a path of the most direct means so to "zero-in" on the people of need and to provide them and their communities, as a whole, with their needs, converting one dollar of funding in one dollar of support while creating a base for long-term growth, stability and self-reliance and not a "patch" in the means of donations, money and/or products.

For the cycle to break, a fundamental change and awareness needs to be placed, one that the people themselves understand, agree and support along with the "tools" that they will need in order to create a new cycle of balance and good.



THE MEANS OF OPERATIONS AND DISTRIBUTION



The company plans and it has designed a simple, low cost and procedure and direct way to source, purchase, consolidate, load, export, ship, redistributed, assembly and transfer ownership to the global, local communities of need.

Company funded, therefore it seeks no outside funding and grants, thus, no restrictions and obligations Company global, local offices in all major hubs with local management teams Second tier local management is hired by global manpower companies and train local teams Sourcing, purchasing, testing, consolidation is based in China Global transportation, shipping, warehousing and storage is provided by the C. Steinweg Group.

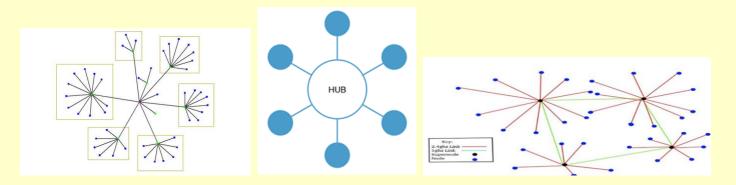
Rotterdam based and global head-office of the C. Steinweg Group organization ever since the company was founded in December 1847 as a shipping agent, Handelsveem B.V. was created in 1895 by C. Steinweg, which resulted in C. Steinweg - Handelsveem B.V. Handelsveem was set-up to offer warehousing services which subsequently expanded into stevedoring and other logistical services.

As the company since 1847 is reaching and expanding bonded warehousing, logistics and many other related services, it is the best global local company to use for the transportation, warehousing and storing of products before they reach the local distribution.



GLOBAL / LOCAL HUB & SPOKE SYSTEM

Via the hub and spoke system the foundation will be able to directly manage all the steps from the sourcing of products to the distribution on the other side, stable and easy with no additional operational costs. The hub and spoke system is very flexible, versatile and it can be self-setup and operated as well as in a combination with other companies, products and services.



We plan to deliver as many products and services in a direct way and with as little outsourcing assistance as possible and as fast as possible and this can be achieved by in place systems and with direct funding, sourcing, testing, purchasing consolidating and shipping.

The company possess funding, people, experience, designs, infrastructure, local know how and a data of thousands of factories from water generation to housing and off the grid systems.

We therefore will be managing:

- Source, design, test, purchase
- Consolidate and ship
- Warehouse and transport to local communities
- Hire and manage local management in teams so to train the local communities
- Local teams train, install and assemble all that is needed per community needs and releases local control to the communities so that to function at their level of wish and understanding, superseding local authorized governments in respect to funding and setting up infrastructure but not interfering with their rules and regulations, customs and ways of life.



GLOBAL BONDED WAREHOUSING & LOGISTICS OF C. STEINWEG GROUP

Country	City	City	City	City	City	City
	7					
Africa		1	1	1	1	
Ghana	Accra					
Ivory Coast	Abidjan	San Pedro				
La Réunion	La Réunion					
Malawi	Blantyre	Lilongwe				
Morocco	Casablanca					
Mozambique	Beira	Nacala	Tete			
Sierra Leone	Freetown					
South Africa	Cape Town	Durban	Johannesburg	Musina		
Tanzania	Dar Es Salaam					
Zambia	Lusaka	Ndola				
Zimbabwe	Harare					
	_					
Asia						
China						
Beijing	Dalian	Guangzhou	Hong Kong	Lianyungang	Nanhai	
Ningbo	Qingdao	Shanghai	Shenzhen	Tainjin		
	_					
Korea						
Busan	Gwangyang	Incheo	Seoul			
Malaysia						
Pasir Gudang	Port Klang					
Singapore						
Singapore						
Taiwan]					
Kaohsiung	Keelung	Taipei				
Vietnam						
Hai Phong	Ho Chi Minh City					



Country	City	City	City	City	City	City
Europe						
Belgium	Antwerp					
Croatia	Rijeka					
Czech Republic	Prague					
Estonia	Tallinn					
France	Bordeaux	Fos-sur-Mer				
Germany	Duisburg	Hamburg				
Greece	Thessaloníki					
Italy	Genoa	Livorno	Ravenna	Salerno	Trieste	
Montenegro	Bar					
Netherlands	Amsterdam	Moerdijk	Oosterhout	Rotterdam		
Poland	Gdansk	Gdynia	Katowice	Swinoujscie	Szczecin	Warsaw
Romania	Constanta					
Russia	Kaliningrad	Novorossiysk	Saint Petersburg			
Serbia	Beograd					
Slovenia	Koper					
Spain	Barcelona	Bilbao	La Coruña	Valancia	Vigo	
Sweden	Gothenburg	Helsingborg				
Turkey	Gebze	Gemlik	Iskenderun	Istanbul	Izmir	Mersin
United Kingdom	Belfast	Felixstowe	Liverpool	London		

Country	City	City	City	City	City	City
Middle East & India						
India	Mumbai	Mundra				
Oman	Sohar					
United Arab Emirates	Dubai					

Mexico Mexico City Image: City United States Baltimore Houston New Orleans Toledo	North America					
United States Baltimore Houston New Orleans Toledo	Mexico	Mexico City				
	United States	Baltimore	Houston	New Orleans	Toledo	

South America			
Argentina	Zárate		
Brazil	Sao Paulo		
Chile	Santiago de Chile		
Peru	Lima		
Uruguay	Montevideo		



THE MEANS OF THE COMPANY (ASSETS) (OPERATIONAL)

As the foundation grows and evolves its base so to be able to self-support and self-fund all its operations and projects around the world via a wide range of methods, alliances and systems such as:

- Strategic alliances with factories for products and services provided
- Credit terms of payment up to 6 months with suppliers of products and services
- Security payments via trade finance for the suppliers of products
- Payments will be made via a NMR format bank in gold* (Leveraged asset based of NMR)
- Strategic relationships with China state companies in finance and manufacturing
- Yearly long agreements with warehousing, logistics, shipping, transportation companies
- NMR shipping container production (Collapsible)*, for direct and reuse of means of transportation NMR consolidation centers in China so to consolidate products, shipping, warehousing, logistics and of return of the containers or conversion of the containers to mobile offices and for related uses.



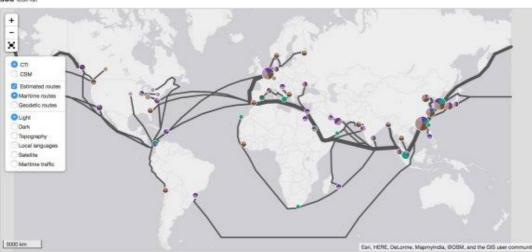
Collapsible Shipping Containers

Collapsible shipping containers are a key product and not available in the market but its design and method reduces not only shipping costs but the trucking to the loading factory and back to the factory as they are delivered in the folded position.



Global Shipping Routes With Key Ports 54 CTIs, with 28 transhipments

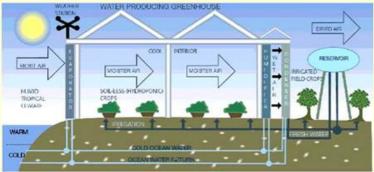
586 CSM



- Fully furnished, knocked down homes and buildings of any and all types suitable for the localized . area* on and off the grid inclusive of a self-sustaining garden, self-produced electricity, water, recycling, composting, sewer.
- 3D printing homes designs and production on site, designed as per the local needs*
- NMR owned local country tracking and services at the global, local level .
- Logistics warehouses in key ports of arrival countries around the world via as C. Steinweg Group •
- New methods of food growing, processing and distribution: •
- Localized water production, irrigation, filtration and distribution •
- Localized electrical production via alternative means •
- Localized fuel production (non-fossil) via alternative means •
- Localized product and equipment assembly for logistics, support, warehousing •
- Localized cement, blocks and bricks production for buildings construction •
- Prefabricated bamboo and of other natural fibers products •
- Food in raw form in silos containers storage and processing .
- Raw materials for production in local areas so to support local needs



Water Producing Greenhouse



A water producing greenhouse not only produces food but at the same time it generates its own water needs and potable water for the community.

Vertical & Closed Loop Vegetable & Fruit Production



Atmospheric Water Generator For Homes & Offices



Atmospheric water generators, suck air humidity and convert it to water, filter it and store it. Any house, office, hospital etc., location can use it with the only cost being the power it uses and the filters.



A Complete 3D printing Home Build In 24 Hours



A 3D printed home made in 24 hours by one machine which prints and build layers of concrete. With such methods, multiple homes can be built at the same time for a long-term basis as the construction is rated to up to 125 years strength.

Each operation loop will close once the local project has been completed and can sustain the community in all needed products and services, local people have paying jobs and occupations, food, water, electricity, security, education, athletics, have been established and their own produced actions, have the planned positive reactions.

Shipping Container Conversion To A Off The Grid Store



The store, can store, process, deliver and operate alone, generating its own energy and water needs. Completely collapsible, secure and mobile.



Shipping Container Conversion To A Off The Grid Hospital



Such units can be mobile on a truck bed or on the ground on a foundation or on dirt, generating their own water and power needs and can be from blood donations to remote hospitals.



Shipping Container Conversion To A Off The Grid Home

A container type home can be self-sufficient. Water, power, sanitation, composting, etc. It can be a standalone or adding more modules.



On Location Offices, Bathrooms, Dormitories, Kitchens, Dinning.



Such modular and mobile units which are delivered in foldable state, can be used for a wide range of operations, creating in a very short time a head office of operations providing services to communities within a week from police to hospital to kitchens, power generation, stores, banks, etc.

Collapsible, Water & Fuel Tanks For Off The Grid Areas



Such liquid tanks can be placed anywhere and collect and store water, fuel and other liquids for a very long period of time, therefore being able to store water from the rainy season to the dry season or to recycle home use water for other purposes.

Water therefore can be produced, recycled, stores, transported and linked to a network or it can be off the grid.



PRODUCTS & SERVICES PROVIDED & SUPPORTED

The purpose is to rebuild each community to a level that it can sustain itself at all levels and to selfgenerate income via local use of products, services and labor so to grow the foundation provided.

It is a micro system within or outside the local system of an area depending on the case per case conditions. The assistance provided is to stay in place for as long as it is needed for the locals to accept it and use it as they are the main reason of the system being in place and therefore it is designed and build at their local levels acceptance levels.

Banking, funding and support will also be provided by the company via the means of a NMR bank where a combination card will be issued based on information of each person, using vein and figure identification technologies, on a combination card debit/credit/ identification/ products given to the person so that there is no misuse of resources and black market activities spark.



Funding, wages and all such activities will be based on the NMR digital gold coin system and convertible to any local or international currencies.

- On and off the grid buildings for education, housing, hospitals, security, government, athletics, etc.
- On and off the grid buildings and equipment for local produced and manufactured products.
- On and off the grid community relocations.
- Transportation equipment from bicycles to trucks for local use and development.
- Dry and processed food, local production, systems for self-sustaining at the local level food production.
- Water generation, on and off the grid systems, sanitation, filtration, recycling, eco environmental systems.
- Energy generation, solar, wind, water, on and off the grid systems.
- Roads, paths, parks, playgrounds, sidewalks, etc.
- Public use and support, banks, security, police, local government, schooling, technical training, health, etc.
- Clothing production and housing items, electrical, gas, alternative fuels and systems.
- Assembly factories of products for the local community.
- Solid construction, long-term, low cost housing with support systems in place for off and on the grid.



THE MEANS OF GLOBAL / LOCAL & EMPOWERMENT

Global / Local definition to the company means that while the company is operating at a global level via a range of means and tools, it is operating at the local level where the need is wanted and such need can be from community funding to a power station, a fishing port or a reconstruction of a whole community or funding for any research and product that is to provide a better level of living for the people.

Via empowering the people, the power, growth, learning, sense and real form of freedom, choices, emotions, self-respect, control and all that such actions and emotions entail, are given with no rewards, expectations and restrictions to the local level.

Therefore, a man or a woman, can operate as they see fit, while having the ability to dream and to feel and to choose and to be able to for example manufacture or trade a local or otherwise made product and to have a family and a home, security, clean water, food, electricity, medication, education so to provide a better tomorrow to her, to her family and to her community.

The vicious cycles will be broken.

Fresh water will flow, no disease will come and no long hours of carrying water will be wasted. Electricity will change their lives, customs, activities.

Medication and preventive steps will keep them healthier and in better shape.

Food and food production will keep them fed and healthy, thus no need for medications.

Books and other means of education will open their understanding to the wonders of the world and universe.

Security will place a veil of protection to all.

Their children will go to school instead of dying from a disease or lack of food and water.

Sanitation and recycling will stop the cycles of destruction.

Local jobs will be created and provide the purchasing power so for people to be able to purchase and consume what they seek and instill a worthiness as a being of purpose and of support of their families.

Special interests, personal gains, politics, wealth, positioning, and any action which is not in full compliance of the values and meaning of unconditionally assisting and empowering others is not acceptable.

All in life is due to causation. Action and reaction. Cause and effect.

We are to cause the positives actions and causes so that the ripple effects of reaction and effect yield positive returns for all that are in need. No exception. No judgment. Just actions.



CODE OF BUSINESS CONDUCT AND ETHICS

Scope.

This Code of Business Conduct and Ethics applies to all company directors, officers and employees, as well as to directors, officers and employees of each subsidiary of company. Such directors, officers and employees are referred to herein collectively as the "Covered Parties." The Mariah Balling Peck Foundation and its subsidiaries are referred to herein collectively as the "Company."

Purpose.

The Company is proud of the values with which it conducts business. It has and will continue to uphold the highest levels of business ethics and personal integrity in all types of transactions and interactions. To this end, this Code of Business Conduct and Ethics serves to:

- (1) Emphasize the Company's commitment to ethics and compliance with the law;
- (2) Set forth basic standards of ethical and legal behavior;
- (3) Provide reporting mechanisms for known or suspected ethical or legal violations; and
- (4) Help prevent and detect wrongdoing.

Given the variety and complexity of ethical questions that may arise in the Company's course of business, this Code of Business Conduct and Ethics serves only as a rough guide.

Confronted with ethically ambiguous situations, the Covered Parties should remember the Company's commitment to the highest ethical standards and seek advice from supervisors, managers or other appropriate personnel to ensure that all actions they take on behalf of the Company honor this commitment. When in doubt, remember the rule of thumb:

"...I want employees to ask themselves whether they are willing to have any contemplated act appear the next day on the front page of their local paper – to be read by their spouses, children and friends – with the reporting done by an informed and critical reporter."

Ethical Standards.

Conflicts of Interest.

A conflict of interest exists when a person's private interest interferes in any way with the interests of the Company. A conflict can arise when a Covered Party takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest may also arise when a Covered Party, or members of his or her family, receive improper personal benefits as a result of his or her position at the Company.

Loans to, or guarantees of obligations of, Covered Parties and their family members may create conflicts of interest. It is almost always a conflict of interest for a Covered Party to work simultaneously for a competitor, customer or supplier.



Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor or manager or, if circumstances warrant, the chief financial officer or chief legal officer of the Company. Any Covered Party who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel or consult the procedures described in Section E of this Code.

All directors and executive officers of the Company [, and the chief executive officers and chief financial officers of the foundation and its subsidiaries,] shall disclose any material transaction or relationship that reasonably could be expected to give rise to such a conflict to the Chairman of the Company's Audit Committee. No action may be taken with respect to such transaction or party unless and until such action has been approved by the Audit Committee.

Corporate Opportunities.

Covered Parties are prohibited from taking for themselves opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors of the Company. No Covered Party may use corporate property, information or position for improper personal gain, and no employee may compete with the Company directly or indirectly. Covered Parties owe a duty to the Company to advance its legitimate interests whenever possible.

Fair Dealing.

Covered Parties shall behave honestly and ethically at all times and with all people. They shall act in good faith, with due care, and shall engage only in fair and open competition, by treating ethically competitors, suppliers, customers, and colleagues. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. No Covered Party should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered or accepted by a Covered Party or any family member of a Covered Party unless it (1) is consistent with customary business practices,

(2) is not excessive in value,

- (3) cannot be construed as a bribe or payoff and
- (4) does not violate any laws or regulations.

The offer or acceptance of cash gifts by any Covered Party is prohibited. Covered Parties should discuss with their supervisors, managers or other appropriate personnel any gifts or proposed gifts which they think may be inappropriate.



Insider Trading.

Covered Parties who have access to confidential information are not permitted to use or share that information for securities trading purposes ("insider trading") or for any other purpose except the conduct of the Company's business. All non-public information about the Company should be considered confidential information. It is always illegal to trade in the foundation.

Timely and Truthful Public Disclosure.

In reports and documents filed with or submitted to any regulators by the Company, and in other public communications made by the Company, the Covered Parties involved in the preparation of such reports and documents (including those who are involved in the preparation of financial or other reports and the information included in such reports and documents) shall make disclosures that are full, fair, accurate, timely and understandable. Where applicable, these Covered Parties shall provide thorough and accurate financial and accounting data for inclusion in such disclosures. They shall not knowingly conceal or falsify information, misrepresent material facts or omit material facts necessary to avoid misleading the Company's independent public auditors or investors.

Significant Accounting Deficiencies.

The CEO and each senior financial officer shall promptly bring to the attention of the Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal control over financial reporting which could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal control over financial reporting.

Waivers.

Any waiver of this Code for executive officers or directors may be made only by the Company's Board of Directors or its Audit Committee and will be promptly disclosed as required by law or stock exchange regulation.

Violations of Ethical Standards.

Reporting Known or Suspected Violations.

The Company's directors, CEO, senior financial officers and chief legal officer shall promptly report any known or suspected violations of this Code to the Chairman of the Company's Audit Committee. All other Covered Parties should talk to supervisors, managers or other appropriate personnel about known or suspected illegal or unethical behavior. These Covered Parties may also report questionable behavior in the same manner as they may report complaints regarding accounting, internal accounting controls or auditing matters. Separate anonymous reporting procedures are available for Company employees working outside the United States. No retaliatory action of any kind will be permitted against anyone



making such a report in good faith, and the Company's Audit Committee will strictly enforce this prohibition.

Accountability for Violations.

If the Company's Audit Committee or its designee determines that this Code has been violated, either directly, by failure to report a violation, or by withholding information related to a violation, the offending Covered Party may be disciplined for non-compliance with penalties up to and including removal from office or dismissal. Such penalties may include written notices to the individual involved that a violation has been determined, censure by the Audit Committee, demotion or re-assignment of the individual involved and suspension with or without pay or benefits. Violations of this Code may also constitute violations of law and may result in criminal penalties and civil liabilities for the offending Covered Party and the Company. All Covered Parties are expected to cooperate in internal investigations of misconduct.

Compliance Procedures.

We must all work together to ensure prompt and consistent action against violations of this Code. In some situations, however, it is difficult to know if a violation has occurred.

Because we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

Make sure you have all the facts. In order to reach the right solutions, we must be as informed as possible.

Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? Use your judgment and common sense. If something seems unethical or improper, it probably is.

Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.

Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the questions, and he or she will appreciate being consulted as part of the decision-making process.

Seek help from Company resources. In rare cases where it would be inappropriate or uncomfortable to discuss an issue with your supervisor, or where you believe your supervisor has given you an inappropriate answer, discuss it locally with your office manager or your human resources manager.

You may report ethical violations in confidence without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected to the maximum extent consistent with the Company's legal obligations. The Company in all circumstances prohibits retaliation of any kind against those who report ethical violations in good faith.



CORPORATE GOVERNANCE GUIDELINES

The Board of Directors has adopted the following guidelines to promote the effective governance of the Company. The Board will also review and amend these guidelines as it deems necessary or appropriate.

On behalf of the Company's shareholders, the Board is responsible for overseeing the management of the business and affairs of the Company. The Board acts as the ultimate decision-making body of the Company, except on those matters reserved to or shared with the shareholders of the Company under the laws of United States of America.

Director Qualifications

In choosing directors, the Company seeks individuals who have very high integrity, business savvy, shareholder orientation and a genuine interest in the Company. The Company is required to elect a majority of directors who are independent. All references to "independent directors" in these guidelines are to directors who are independent according to the criteria for independence established by Company Manual. The Board does not have limits on the number of terms a director may serve. The Board does not have any retirement or tenure policies that would limit the ability of a director to be nominated for reelection. The Governance, Compensation and Nominating Committee is responsible for nominating directors for election or reelection.

Board Size and Committees.

The Board presently has 7 members (two management directors, two non-management but not independent directors and nine independent directors). Under the By-Laws of the Company, the Board has the authority to change its size, and the Board will periodically review its size as appropriate. The Board has three committees:

- (i) Audit;
- (ii) Governance, Compensation and Nominating; and
- (iii) Executive.

The Audit and Governance, Compensation and Nominating Committees each consist solely of independent directors. The Board may, from time to time, establish and maintain additional or different committees, as it deems necessary or appropriate.

Voting for Directors.

Any nominee for director in an uncontested election (i.e., an election where the number of nominees is not greater than the number of directors to be elected) who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall, promptly following certification of the shareholder vote, offer his or her resignation to the Board for consideration in accordance with the following procedures. All of these procedures shall be completed within 90 days following certification of the shareholder vote.



The Qualified Independent Directors (as defined below) shall evaluate the best interest of the Company and its shareholders and shall decide on behalf of the Board the action to be taken with respect to such offered resignation, which can include:

- (i) Accepting the resignation,
- (ii) Maintaining the director but addressing what the Qualified Independent Directors believe to be the underlying cause of the withhold votes,
- (iii) Resolving that the director will not be re-nominated in the future for election, or
- (iv) Rejecting the resignation.

In reaching their decision, the Qualified Independent Directors shall consider all factors they deem relevant, including:

- (i) Any stated reasons why shareholders withheld votes from such director,
- (ii) Any alternatives for curing the underlying cause of the withheld votes,
- (iii) The director's tenure, (iv) the director's qualifications,
- (iv) The director's past and expected future contributions to the Company, and
- (v) The overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable law requirements.

Following the Board's determination, the Company shall promptly disclose publicly in a document furnished or filed with the Board's decision of whether or not to accept the resignation offer. The disclosure shall also include an explanation of how the decision was reached, including, if applicable, the reasons for rejecting the offered resignation.

A director who is required to offer his or her resignation in accordance with this Section 3 shall not be present during the deliberations or voting whether to accept his or her resignation or, except as otherwise provided below, a resignation offered by any other director in accordance with this Section 3. Prior to voting, the Qualified Independent Directors will afford the affected director an opportunity to provide any information or statement that he or she deems relevant.

(a) All directors who:

(1) are independent directors (as defined in accordance with the Corporate Governance Rules) and(2) are not required to offer their resignation in accordance with this Section 3.

(b) If there are fewer than three independent directors then serving on the Board who are not required to offer their resignations in accordance with this Section 3, then the Qualified Independent Directors shall mean all of the independent directors and each independent director who is required to offer his or her resignation in accordance with this Section 3 shall recuse himself or herself from the deliberations and voting only with respect to his or her individual offer to resign.



The foregoing procedures will be summarized and disclosed each year in the proxy statement for the Company's annual meeting of shareholders.

Director Responsibilities.

The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders, and to conduct themselves in accordance with their duties of care and loyalty. Directors are expected to attend Board meetings and meetings of the committees on which they serve, and to spend the time needed to carry out their responsibilities as directors, including meeting as frequently as necessary to properly discharge those responsibilities. Directors are also expected to review in advance all materials for the meetings of the Board and the Committee(s) on which they serve.

Director Access to Management and Advisors.

Each director has full and free access to the officers and employees of the Company and its subsidiaries. The Board and each of its Committees has the authority to hire independent legal, financial or other advisors as it may deem to be necessary without consulting or obtaining the advance approval of any officer of the Company.

Board Meetings.

The Chairman of the Board is responsible for establishing the agenda for each Board meeting. Each director is free to suggest items for inclusion on the agenda and to raise at any Board meeting subjects that are not on the agenda for that meeting. At least once a year, the Board reviews the Company's long-term plans and the principal issues that the Company will face in the future.

Executive Sessions.

The non-management directors meet in regularly scheduled executive session (i.e., without directors who are members of management). The independent directors also meet in a separate executive session consisting solely of independent directors at least once a year. The presiding director at each executive session is chosen by the directors present at that meeting.

Director Compensation.

Only directors who are neither an employee of the Company or a subsidiary nor a spouse of an employee receive compensation for serving on the Board. Director fees are nominal and are limited to immediate compensation. Changes in the form and amount of director compensation are determined by the full Board, taking into consideration the Company's policy that the fees should be of no consequence to any director serving the Company. The Board critically reviews any amounts that a director might receive directly or indirectly from the Company, as well as any charitable contributions the Company make to organizations with which a director is affiliated, in determining whether a director is independent. The Company does not purchase directors and officers liability insurance for its directors or officers.



Orientation and Continuing Education.

All new directors receive an orientation from the Chief Executive Officer and are expected to maintain the necessary level of expertise to perform his or her responsibilities as a director. The Company does not maintain any formal orientation or continuing education programs.

Management Succession.

Assuring that the Company has the appropriate successor to the current Chief Executive Officer in the event of his death or disability is one of the Board's primary responsibilities. The Company does not anticipate that the Chief Executive Officer will retire other than due to disability. The Chief Executive Officer reports annually to the Board on executive management succession planning and makes available, on a continuing basis, his recommendation on succession in the event he was disabled. The Board and the committees of non-management directors and independent directors regularly review succession planning and the strengths and weaknesses of certain individuals currently employed by the Company who could succeed the Chief Executive Officer in the event of his death or disability.

The Governance, Compensation and Nominating Committee is responsible for evaluation of the performance of the Company's Chief Executive Officer and setting his compensation.

Annual Performance Evaluation.

The Governance, Compensation and Nominating Committee conducts an annual evaluation to determine whether the Board and its committees are functioning effectively and reports its conclusions to the Board. Each of the Audit Committee and the Governance, Compensation and Nominating Committee separately conducts an annual evaluation of its performance relative to the requirements of its Charter and reports its conclusions to the Board. The Board annually conducts a self-evaluation of its performance based in part on the reports of these two Committees.

Public Disclosure of Corporate Governance Policies.

The Company posts on its website copies of the current version of these guidelines, the Company's Code of Business Conduct and Ethics and the charters of the Audit Committee and the Governance, Compensation and Nominating Committee of the Board, and discloses in its annual report that such information is available on its website or in print to any shareholder that requests it.