

Code of Business Conduct and Ethics

CONTENTS

- CONTENTS.....1
- INTRODUCTION.....1
- DEFINITIONS.....1
- DISTRIBUTION & SCOPE.....1
- COMPLIANCE WITH LAWS & POLICIES.....1
- CORPORATE OPPORTUNITIES.....2
- CONFLICT OF INTEREST.....2
- GIFTS.....2
- PROTECTION OF ASSETS & RESOURCES.....2
- COMPETITION.....2
- POLITICAL CAUSES & CONTRIBUTIONS.....3
- DISCRIMINATION & HARASSMENT.....3
- HEALTH & SAFETY.....3
- THE ENVIRONMENT.....3
- CONFIDENTIAL INFORMATION.....3
- RECORDS.....3
- EXCEPTIONS.....4
- REPORTING.....4
- COMPLIANCE & INTERPRETATION.....4
- ACCEPTANCE.....5

INTRODUCTION

In order to fulfill its mission of being the most successful mobile exam service, superior in customer service and satisfaction, Superior Mobile Medics, Inc. (hereinafter, “SMM”) is committed to conducting its business with the highest level of Integrity. To SMM, Integrity implies honesty, transparency, responsibility, and compassion. Integrity is not always doing the popular or easy thing—it is about doing the right thing and treating our customers, employees, and partners the way we would like to be treated ourselves.

To this end, SMM has created this Code of Business Conduct and Ethics (hereinafter, “Code”). This Code covers a wide range of topics and basic principles, rather than specific policies and procedures. The intent of this Code is to provide a foundation and framework upon which more specific policies and procedures will be created. It is written and presented in plain English, with minimal use of legalese and other complex language, and intended to be easily understood by its intended audience...everyone.

DEFINITIONS

- SMM – Superior Mobile Medics, Inc.
- Code – Code of Business Conduct and Ethics
- Policies – SMM policies, procedures, guidelines, rules, and requirements
- Personnel – Employees, managers, and executive officers of SMM
- Customers – Agents, Agencies, Insurance Companies, and anyone SMM provides service to or for
- Laws – All applicable federal, state, and local laws, regulations and codes
- You, Your – Refers to you acting as part of our Personnel.

DISTRIBUTION & SCOPE

This Code shall be provided to all personnel. You are expected to—and required to—comply with the Code, with an emphasis on understanding and following the *spirit* of the Code, rather than blind adherence to just the letter of the Code.

COMPLIANCE WITH LAWS & POLICIES

CODE OF BUSINESS CONDUCT AND ETHICS

Code of Business Conduct and Ethics

SMM expects you to comply with all laws and policies, in every aspect of your work. Violating a law or policy simply because you were unaware of it does not excuse the violation, nor exempt you from possible consequences. SMM expects you to use your own good judgment in deciding what is right and wrong. If you are unsure, you should ask your superior, the Compliance department, or the Human Resources department.

CORPORATE OPPORTUNITIES

You are prohibited from taking for yourself opportunities that are discovered while on SMM time or through the use of SMM property, information or your position. You may not use SMM property, information, or position for your personal gain and you may not compete with SMM directly or indirectly. You owe a duty to SMM to advance SMM's interests when the opportunity to do so presents itself.

CONFLICT OF INTEREST

A conflict of interest exists when your private interest interferes in any way (*or even appears* to interfere or conflict) with SMM's interests. A conflict of interest may make it difficult to perform your Company work objectively and effectively. A conflict of interest will generally always exist if you work simultaneously for a competitor, customer or supplier, even as a consultant, contractor, or advisor. A conflict of interest may also likely exist if you (or anyone that you have a personal or family relationship with) receive any kind of benefit from a third party as a result of your work or position at SMM. You must avoid any direct or indirect business connection with SMM's customers, suppliers or competitors, except on SMM's behalf.

GIFTS

Gifts are sometimes given and received in business to create goodwill and strengthen working relationships, not to gain unfair advantage with customers. You should never offer, provide, or accept any gift unless it...(1) is not cash or cash equivalent, (2) is consistent with customary business practices, (3) is reasonable in value, (4) cannot be construed as a bribe or payoff, (5) is valued less than \$50 USD [\$100 USD total per calendar year], (6) is disclosed to your immediate supervisor, and (7) does not violate any law or policy of SMM or the other party's organization.

PROTECTION OF ASSETS & RESOURCES

You should protect SMM's assets and resources and ensure they are used efficiently, without waste, and in SMM's best interests. This includes not using company assets and resources for personal business.

Theft, waste and abuse of resources have a direct negative effect on SMM's profitability and success. Waste and abuse includes not sourcing the most economical materials and discarding consumables and supplies that still offer service and value to SMM. Purchasing on SMM's behalf should be done on a "need" basis, not a "want" basis.

Abuse also includes travel and business expenditures that are not reasonable and prudent. Expenses may not be billed to SMM nor submitted to SMM for reimbursement for any establishment or service that would reflect negatively on SMM, and that does not serve the best interests of SMM. All personnel are expected to exercise good judgment and keep expenses to a minimum when traveling on SMM business.

COMPETITION

SMM's goal is to excel above its competition fairly and honestly. SMM bases its competitive advantage upon offering superior service and value, rather than upon unethical or illegal behaviors. Stealing trade secrets or proprietary information from SMM's competitors, or encouraging such disclosures from past or present employees of SMM's competitors is strictly prohibited. SMM personnel must respect its competitors and conduct itself fairly amongst them.

Personnel may not engage in any conduct that may be interpreted as price fixing, including discussion of pricing with competitors. This also includes any attempt to fix, discount, or stabilize prices amongst competitors, or others on the same side of the market. In general, any discussion in, or agreement regarding price with competitors, whether expressed or implied, is strictly prohibited.

POLITICAL CAUSES & CONTRIBUTIONS

SMM prohibits political contributions, including any contribution of company funds or resources for political purposes, requiring or encouraging personnel to make such contributions, and reimbursing personnel for political contributions.

Personnel are free to make their own personal contributions.

DISCRIMINATION & HARASSMENT

SMM values the diversity of its workforce, and is committed to providing equal opportunity in all aspects of employment. SMM does not discriminate—and will not tolerate harassment—on the basis of: race, religion, color, national origin, ancestry, citizenship, sex, pregnancy, age, creed, physical or mental disability, medical condition, genetic characteristic, marital status, veteran status, gender identity/expression, sexual orientation or any other protected class.

HEALTH & SAFETY

SMM is committed to providing and maintaining a safe and healthful workplace for employees, as a matter of both legal obligation, and moral responsibility. All personnel have an obligation and duty to help maintain this environment by avoiding unsafe actions and conduct, and reporting any unsafe practices or conditions. SMM maintains a zero-tolerance policy for violence and threats of violence.

SMM complies with all requirements under OSHA and Cal/OSHA, as well as the state occupational safety and health programs for all states where it maintains a workforce.

THE ENVIRONMENT

SMM's commitment to protecting the environment extends beyond complying with government requirements. SMM's goal is to create a culture where environmental responsibility becomes a fundamental part of everything it does. SMM will place a high priority on waste minimization, recycling and reuse. SMM will continuously improve the environmental friendliness of its procedures so that they meet or exceed industry standards and applicable regulations.

CONFIDENTIAL INFORMATION

SMM is committed to protecting the privacy and the confidentiality of the information that we acquire, handle, and maintain. SMM seeks to comply with all laws, including HIPAA, and other state laws involving protection of personal information, by the use of an Information Protection Privacy Policy. This policy explains in more detail your obligations and duties with regard to protection of Confidential Information. In general, SMM is concerned with protecting both personal information (that is, information about our customers, clients, and their personal and medical information), and proprietary information (that is, information about our business that may be harmful if leaked to our competitors).

SMM's goal for protecting personal information is to protect it the same way our personnel would like their own personal information protected.

RECORDS

In order to meet business and regulatory requirements, as well as to provide facts to support business decisions, effective and accurate records must be kept. Given the vast amount of information and data that SMM processes, effectively managing records is critical to its success. To meet this challenge, SMM has created a Retention Policy that covers retention in depth.

Important to remember is that everything that is communicated, in records, e-mail, faxes, and instant messages, becomes part of a record that is in many cases retained for a period of time. Because of this, and the fact that these records may be disclosed or made public, you should avoid exaggeration, derogatory remarks, speculation, and any other communication that may be viewed as unprofessional or inappropriate and not reflective of SMM's high reputation.

EXCEPTIONS

Any waiver of any provision of this Code may only be authorized by the Chief Executive Officer or President of the Company.

REPORTING

Personnel are encouraged to—and have a duty to—report violations of this Code, or any law or policy, to your supervisor, the Director of Human Resources, the Vice President of Operations or the Chief Executive Officer, or in the case of a violation of law, to appropriate authorities. All personnel making such a report or complaint will be treated with respect, have their privacy maintained to the extent practicable, and not be subject to retaliation, threats or harassment, provided the report or complaint was made in good faith.

COMPLIANCE & INTERPRETATION

It is neither feasible nor practical for this Code to address every possible scenario or circumstance. Therefore, personnel are expected to exercise reasonable judgment and fair decision-making when faced with how to comply with, and interpret, this Code. These are the guidelines that you should follow when faced with interpreting and applying this Code:

- **Gather:** Make sure you get all the facts. Decisions based on lacking evidence and facts often come out wrong, and not in the best interest of you or SMM.
- **Assess:** Ask yourself, “What am I about to do?” Does it feel wrong? Trust your instinct. If it feels wrong, illegal, or unethical, it very well may be.
- **Discuss:** Ask your supervisor first. Be candid, and don’t be afraid to state what your concerns are. Neither your supervisor nor SMM will ever reprimand you for sharing your concerns openly and honestly.
- **Use resources:** If you are uncomfortable talking with your supervisor about a concern you have over complying with this Code, you can state your concerns to the Compliance department or Human Resources department. As before, you will never be subject to reprimand by SMM for sharing your concerns openly and honestly.
- **Remember:** All personnel of SMM must comply with the compliance and reporting requirements of this Code. Failure to do so may be cause for disciplinary action, up to and including termination, and in the case of violations of the law, may be cause for other civil or criminal actions.

Code of Business Conduct and Ethics

ACCEPTANCE

All personnel must acknowledge their understanding and agreement to adhere to this Code in writing upon hire and as may be requested by management from time to time thereafter.

Receipt and acceptance of this Code of Business Conduct and Ethics acknowledged by:

Employee Signature

Printed Name

Department

Date

CODE OF BUSINESS CONDUCT AND ETHICS