

Affiliated Organization: Any corporation or organization of which an Associate is a board member, an officer, a partner, manager or employee, or in which an Associate is, directly or indirectly, a debt holder or the beneficial owner of any class of equity securities; or

Financial Interest means if the person has, directly or indirectly, through business, investment, or immediate family member has ownership or potential investment in an entity with which the Company has or is negotiating a transaction or arrangement.

Procedure (Duty to Disclose):

1. Disclosure of a conflict of interest shall be made to the Human Resources Director, the Compliance Officer, or, in the case of board members, to Corporate Counsel. Where approval is required, such approval shall be sought, in writing, from the aforesaid individuals. In the event a mitigating plan is created to address/remedy the conflict of interest, this plan shall be approved in writing by both the Compliance Officer and Corporate Counsel.
2. Disclosures, approvals, and rejections shall be documented in writing and a copy shall be kept by the Associate as well as the individual to whom the disclosure was made.
3. Should an Associate feel that an approval has been denied unfairly, he/she may contact the Human Resources Director or the Compliance Officer.
4. Disclosure and, if applicable, approval is always required prior to engaging in the conduct in question. Any material changes to the disclosed/approved conflicts shall also be subject to renewed disclosure/approval.
5. Officers, employees, contractors, and FDRs are requested to disclose all actual or potential conflicts of interest within thirty (30) days of the commencement of employment or at the time of contracting, and annually thereafter. FDRs must also obtain and attest that it has obtained conflict of interest statements from its directors and employees, volunteers, consultants and P&T committee members, if any, at the time of contracting and at least annually. Board members shall disclose any actual or potential conflicts of interest at the time of appointment to the Board of Directors, and annually thereafter. All Associates shall complete a Conflict of Interest Attestation (Attachment B). The Human Resources Department (in the case of employees and contractors), Compliance Department (in the case of FDRs) and Corporate Counsel (in the case of board members) shall be responsible for maintaining the Conflict of Interest Attestations.
6. If, at any time throughout the year, an Associate assumes or becomes involved in any activity that might be perceived as a potential Conflict of Interest, the Associate is responsible for disclosing that Conflict of Interest to the Human Resources Director, Compliance Officer, or General Counsel. Failure to disclose a potential conflict of interest will subject associate to disciplinary action in accordance with the organization's Correction Action Plan.
7. All Associates will be informed and educated, under the auspices of the Company Conflict of Interest Policy and Standards of Conduct, of their ongoing duty to disclose and update information related to potential Conflicts of Interest.

Examples of Conflicts of Interests:

There are a number of standard situations where conflicts of interest are likely to arise. However, being too specific risks restricting the application of this Policy to the examples specifically mentioned.

Please note that this list of potential conflicts of interest is not exhaustive. Even if a particular situation is not expressly mentioned herein, Associates are advised to disclose all situations which may result in a conflict of interest and, where appropriate, seek approval.

1. Personal Interest/Outside Engagement:

- Associate acts as official of, or as advisor to, any governmental agency which has regulatory or supervisory power over the Company.
- Ownership of more than 5% held by an Associate in a competitor of the Company..
- Membership of Associates on board of directors, scientific advisory board or similar body of an external organization.
- Associate serves as director, trustee, officer or consultant in a charitable, volunteer or civic organization which has a business relationship with the Company..

2. Commissions, Fees, Gifts & Hospitality

- No Associate or Family Member may solicit or receive a fee, commission, or other favor from any actual or potential supplier, competitor or customer of the Company.
- Other than customary gifts of token value, gifts from actual or potential suppliers, customers or competitors of the Company should not be accepted by an Associate. If in doubt about the value the matter should be disclosed.

3. Speaking Engagements and Publications (outside of the Company): Any lecture, speaking engagement or publication by an Associate, for which an Associate is paid, given to an external audience outside of the Company on any subject that relates to the Company or the business of the Company must be disclosed *and* is subject to approval.

4. Employment of Immediate Family Members: Where the employment of an Immediate Family Member creates any actual, perceived or potential conflict of interest the relationship must be disclosed.

5. No Use of Company Assets and Confidential Information for Personal Business

- The use of Company assets by an Associate for personal business is not allowed.
- The use of confidential information by an Associate for personal business and/or to gain financial interest in the Company or Affiliated Organization is strictly prohibited.

Violations: Violations of this Conflict of Interest Policy are to be brought immediately to the attention of the Human Resources Director, the Compliance Officer and/or Corporate Counsel to ensure appropriate investigation and remedial action.

**Attachment A
Conflict of Interest Disclosure Form**

To be completed by Directors; Officers; Employees; Contractors; and FDRs (collectively "Associates") of America's 1st Choice. An Officer with signatory authority must attest on behalf of FDRs. Please use additional sheets if it is necessary to supplement your answers. If the answer to each question below is "None", please state so.

(Please Print)

Name of Associate: _____

Position and Title: _____

Department: _____ Date _____

1. List all Affiliated Organizations with which you are engaged and/or business enterprises in which you, or any Immediate Family Member, holds a direct or indirect Financial Interest (all capitalized terms as defined in the Conflict of Interest Policy):

Name of Affiliated Organization/Business Enterprise	Primary Business Address	Brief Description of the Business	Nature of Conflict

2. List all personal interests or outside engagements which may pose or result in a conflict of interest:

Personal Interest/Outside Engagement	Nature of Conflict or Potential Conflict

3. List all **commissions, fees, gifts & hospitality, including** meals, entertainment (other than customary gifts of token value) that you or an Immediate Family Members has received, or have become entitled to receive, directly or indirectly, as a result of your relationship or position with the Company, that is not or will not be compensation directly related to your duties to America's 1st Choice.:

Date Received	Value of the item	Item Received (i.e., cash, gift certificate, restaurant dinner)	Name & Primary Address of the Individual or Company who provided the item

4. List all Immediate Family Members who are employed, engaged or affiliated with the Company or Affiliated Organizations.

Name and Relationship of immediate Family Member	Nature of Conflict	Date of employment, engagement or affiliation

5. Please list any other actual or potential Conflicts of Interest.

Nature of Conflict	Date(s) of Occurrence

Attachment B
Conflict of Interest Policy Attestation

I have received and read the America's 1st Choice . Conflict of Interest Policy. I understand the policy, my duties and responsibilities to comply with its provisions, and the consequences of non-compliance. I certify that I am in compliance with the policy, know of no violation of or deviations from the policy, have raised all issues concerning actual or potential conflicts of interest in writing with the Human Resources Director, the Compliance Officer or Corporate Counsel, as appropriate, and that my responses to the above questions are complete and correct to the best of my knowledge. I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with this Conflict of Interest Policy, I will notify the appropriate Company representative.

If a first tier, downstream or related entity of America's 1st Choice : the undersigned further attests that the FDR has obtained conflict of interest statements from the FDR's directors and employees, volunteers, consultants and P&T committee members, if any.

Associate Name and Organization

Associate Title

Signature

Date