



INSIDER TRADING POLICY

POLICY 453

Policy Owner:	Kori Ogrosky, EVP, General Counsel	Policy Prepared By: Kori Ogrosky, EVP, General Counsel
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Related Documents

Title	Link
Code of Business Conduct and Ethics	[link]

Table of Contents

1.	INTRODUCTION	3
2.	SCOPE.....	3
3.	POLICY OBJECTIVE.....	3
4.	KEY TERMS	3
5.	GOVERNANCE AND STRATEGIC OBJECTIVES	5
6.	THE POLICY.....	5
A.	PRINCIPAL STATEMENT OF POLICY.....	5
B.	INDIVIDUAL RESPONSIBILITY	6
C.	WHEN INFORMATION IS CONSIDERED PUBLIC.....	6
D.	SALE OF “CONTROL SHARES” AND “RESTRICTED SHARES”	7
E.	PLANNED TRADES	8
F.	TRANSACTIONS UNDER PLANS; CERTAIN TRANSFERS	8
G.	TRANSACTIONS NOT INVOLVING A PURCHASE OR SALE	9
H.	SPECIAL AND PROHIBITED TRANSACTIONS.....	9
I.	COVERED PERSONS	11
J.	FORM 4 FILING	12
K.	THE TRADING WINDOW	12
L.	VOLUME LIMITATIONS ON SALES FOR REPORTING PERSONS	13
M.	PENALTIES.....	13
N.	REPORTING OF VIOLATIONS	14
O.	POST-TERMINATION TRANSACTIONS.....	14
7.	AUDIT.....	14
8.	TRAINING	14
	EXHIBIT A	15

1. INTRODUCTION

This Insider Trading Policy is an internal policy of PacWest Bancorp (“Bancorp”) and its subsidiaries including Pacific Western Bank (collectively referred to as the “Company”). The Insider Trading Policy sets forth the policy with respect to transactions in the Company’s securities and the handling of confidential information about the Company and other companies with which the Company does business.

This Insider Trading Policy does not create rights or obligations to the Company’s current or future customers or its shareholders. It is an internal document adopted in accordance with applicable laws and regulations. In accordance with these laws and regulations, this Insider Trading Policy may be modified, restated and/or amended at any time at the discretion of the Company. The General Counsel has the authority to make non-material amendments to this Insider Trading Policy in her sole discretion and shall promptly report any such amendment to all employees whose responsibilities are affected by this Insider Trading Policy.

2. SCOPE

All officers, employees and members of the Bancorp Board of Directors (the “Board”) are required to maintain familiarity with the requirements of the regulations discussed herein and to comply with the applicable procedures outlined in this Insider Trading Policy and any other applicable policies, procedures or regulations referenced herein. The Company may also determine that other persons should be subject to all or portions of this Insider Trading Policy, such as contractors or consultants, who have access to Material Information (as defined below). With respect to a person covered by this Insider Trading Policy, the applicable portions of this Insider Trading Policy also apply to his or her Family Members (as defined below) and entities controlled by him or her.

3. POLICY OBJECTIVE

The Board adopted this Insider Trading Policy to promote compliance with federal and state securities laws that prohibit certain persons who are aware of Material Information about a company from (i) trading in securities of that company or (ii) providing Material Information to other persons who may trade on the basis of that information.

4. KEY TERMS

Covered Person(s): All Reporting Persons (as defined below) and certain other employees of the Company, as determined by the General Counsel, based on (i) title; (ii) access to information because of responsibility; and/or (iii) access to information because of physical location.

Family Members: Any family member that shares your household, any other household member and any family members that do not live in your household but whose transactions in Company securities are directed by you or are subject to your influence or control (such as parents or children who consult with you before they trade in Company securities) or who are materially dependent on you for financial support.

Material Information: Any non-public information, positive or negative, that could reasonably be expected to affect a reasonable investor's decision to buy or sell Company securities or could reasonably be expected to affect the price of the Company's securities. Examples of material information may include, but are not limited to, unannounced information about the Company relating to:

- (i) dividend increases or decreases;
- (ii) earnings or financial results;
- (iii) earnings estimates or changes in previously announced earnings estimates;
- (iv) significant expansion or curtailment of operations;
- (v) significant increase or decline in business,
- (vi) significant merger or acquisition discussions;
- (vii) significant new services;
- (viii) significant asset write-downs (or write-ups);
- (ix) significant increases in charge-offs, non-performing loans or criticized assets;
- (x) unusual borrowings or securities offerings;
- (xi) major litigation;
- (xii) major cybersecurity incidents, including vulnerabilities and breaches;
- (xiii) liquidity problems and availability of credit (or lack of availability);
- (xiv) extraordinary managerial developments or changes;
- (xv) significant regulatory inquiries or actions; and
- (xvi) purchases or sales of significant assets.

Other types of information may be material depending upon all the circumstances. In general, any item of information that, if announced, could affect the trading price of the Company's securities likely constitutes material information. If you are unsure whether information is material or non-public, you should contact the General Counsel.

Reporting Person(s): Any director or executive officer of the Company.

Restricted Share(s): Shares that must be traded in compliance with certain United States Securities and Exchange Commission (“SEC”) regulations concerning their purchase and resale.

5. GOVERNANCE AND STRATEGIC OBJECTIVES

Covered Persons and all other employees of the Company (and any other person designated by this Insider Trading Policy or by the General Counsel as subject to this Insider Trading Policy) may only engage in a transaction in Company securities during a trading window except with respect to a transaction permitted by Section 6.F of this Insider Trading Policy.

Prior to engaging in any transaction in Company securities, a Covered Person must seek pre-approval as outlined in Section 6.I(II) of this Insider Trading Policy.

The General Counsel is responsible for the development and management of this Insider Trading Policy.

Covered Persons and all other employees of the Company (and any other person designated by this Insider Trading Policy or by the General Counsel as subject to this Insider Trading Policy) have the individual responsibility to comply with this Insider Trading Policy.

6. THE POLICY

A. PRINCIPAL STATEMENT OF POLICY

No Covered Person or other employee of the Company (or any other person designated by this Insider Trading Policy or by the General Counsel as subject to this Insider Trading Policy) who is aware of Material Information relating to the Company may, directly or indirectly, through Family Members or other persons or entities:

- Engage in transactions in Company securities, except as otherwise specified in this Insider Trading Policy under the headings “Planned Trades” and “Transactions Under Company Plans; Certain Transfers”;
- Recommend the purchase or sale of any Company securities;
- Disclose Material Information to persons within the Company whose jobs do not require them to have that information, or outside of the Company to other persons, including, but not limited to, Family Members, friends, business associates, investors and expert consulting firms, unless any such disclosure is made in accordance with the Company’s policies regarding the protection and disclosure of information regarding the Company; or
- Assist anyone in engaging in the above activities.

In addition, no Covered Person or other employee of the Company (or any other person designated by this Insider Trading Policy or by the General Counsel as subject to this Insider

Trading Policy) who, in the course of working for the Company, learns of Material Information about a company with which the Company does or intends to do business, including a customer or supplier of the Company, may engage in transactions in that company's securities until the information becomes public or is no longer material.

There are no exceptions to this Insider Trading Policy except as specifically noted herein. Transactions that may be necessary or justifiable for independent reasons (i.e., the need to raise money for an emergency expenditure) or small transactions are not excepted from this Insider Trading Policy. The securities laws do not recognize any mitigating circumstances, and, in any event, even the appearance of an improper transaction must be avoided to preserve the Company's reputation for adhering to the highest standards of conduct.

B. INDIVIDUAL RESPONSIBILITY

Persons subject to this Insider Trading Policy have ethical and legal obligations to maintain the confidentiality of information about the Company and to not engage in transactions in Company securities while in possession of Material Information. Each individual is responsible for making sure that he or she complies with this Insider Trading Policy and that all Family Members also comply with this Insider Trading Policy. In all cases, the responsibility for determining whether an individual is in possession of Material Information rests with that individual and any action on the part of the Company, the General Counsel or any other employee or member of the Board pursuant to this Insider Trading Policy (or otherwise) does not in any way constitute legal advice or insulate an individual from liability under applicable securities laws. You could be subject to severe legal penalties and disciplinary action by the Company for any conduct prohibited by this Insider Trading Policy or applicable securities laws, as described below under the heading "Penalties".

If your transactions are conducted through a broker, you are responsible for ensuring that your broker does not engage in transactions in Company securities, including gifts, transfers, pledges and all Rule 10b5-1 transactions, on behalf of you or any other persons or entities associated with you in violation of this Insider Trading Policy. Violations by your broker with respect to transactions conducted on your behalf will be deemed to be violations by you. If you would like your broker to execute a representation letter that he or she will comply with these procedures, including confirmation of pre-clearance prior to trades, please contact the General Counsel.

You may not reveal (or "tip") any Material Information to anyone, including Family Members or any other third party. If you do possess Material Information, your Family Members may also be deemed to possess the information, which means that they could be liable for violations of the insider trading laws if they trade during the time you are prohibited from trading, even if they did not know the Material Information at that time.

C. WHEN INFORMATION IS CONSIDERED PUBLIC

Information that has not been disclosed to the public is generally considered to be non-public information. In order to establish that the information has been disclosed to the public, it may be

necessary to demonstrate that the information has been widely disseminated. Information generally would be considered widely disseminated if it has been disclosed through the Dow Jones “broad tape,” newswire services, a broadcast on widely-available radio or television programs, publication in a widely-available newspaper, magazine or news website, or public disclosure documents filed with or furnished to the SEC that are available on the SEC’s website. By contrast, information would likely not be considered widely disseminated if it is available only to the Company’s employees or if it is only available to a select group of analysts, brokers and institutional investors.

Once information is widely disseminated, it is still necessary to afford the investing public sufficient time to absorb the information. As a general rule, information should not be considered fully absorbed by the marketplace until the second business day after the day on which the information is publicly released. If, for example, the Company were to make an announcement on a Monday, you should not engage in transactions in Company securities until Wednesday. Depending on the particular circumstances, the Company may determine that a longer or shorter period should apply to the release of specific Material Information.

D. SALE OF “CONTROL SHARES” AND “RESTRICTED SHARES”

The Securities Act of 1933 (the “33 Act”) deems Reporting Persons to be “affiliates” of the Company and all Company securities directly or indirectly held by them to be “control shares.” Control shares may not be sold without registration or an exemption even if they were acquired in the open market or in a registered offering. The primary exemption available is Rule 144, which allows sales of control shares if each of the following conditions is met:

- Sales are made in an unsolicited transaction through a broker or market-maker. Routine brokerage transactions will meet this requirement, but sales through brokers “block trading desk” (i.e., a desk from which purchasers are solicited) will not.
- During any three-month period, sales do not exceed the greater of (a) one percent of the total outstanding shares of such class or (b) the average weekly trading volume in the four calendar weeks preceding the filing of a notice of sale on Form 144.
- You file a Form 144 with the SEC unless, during the applicable three-month period, (i) you sell no more than 5,000 shares, and (ii) the aggregate sales price does not exceed \$50,000. Your broker should assist you with Form 144 and may request certain representations.
- If the shares proposed to be sold are “restricted shares,” you also comply with the holding period requirements discussed below.

Included within your “control shares” (and counted in your volume restrictions) is Company stock owned by (i) Family Members sharing your household, (ii) any trust of which you are trustee, and (iii) entities in which you own ten percent (10%) or more of the beneficial or equity interest. Gifted and pledged securities may, depending on the circumstances, remain “control

shares” for some period of time after their receipt by the donee or foreclosing lender, and their sales may be added to yours in calculating volume restrictions. You should consult with legal counsel in connection with any proposed gift or pledge to understand the implications of such transaction for Rule 144 purposes.

Sales of Restricted Shares (subject to volume restrictions) may be made under Rule 144 after the shares are held for the applicable holding period. Restricted Shares retain their character when gifted, and the donee must comply with Rule 144 (but may “tack” your holding period) to the extent applicable. You should consult with the General Counsel before engaging in any transaction involving Restricted Shares.

You may sell control shares or Restricted Shares in a “private” transaction without complying with Rule 144. However, since perfection of the private sale exemption from registration is complex and such sales have adverse securities law consequences for the buyer (i.e., a new holding period), you should obtain the advice of experienced securities counsel before making such a sale.

E. PLANNED TRADES

SEC Rule 10b5-1 allows you, at a time that you do not possess Material Information, to enter into a contract to purchase or sell Company securities, instruct another person to purchase or sell Company securities for your account or to establish a written plan for trading Company securities. A plan must be in writing, and a copy should be sent to the General Counsel sufficiently in advance to permit the General Counsel reasonable time to review and approve the plan. Your contract, instruction or plan must not conflict with any other insider trading laws. The contract, instruction or plan must be entered into in good faith, provide clear instructions or a formula or algorithm for determining the number of securities to be purchased or sold, the price at which and date on which the securities are to be purchased or sold, and not permit you to exercise any subsequent influence or discretion over how, when or whether to effect the transactions. You should consult with your legal counsel before entering into such plan. A plan or instruction may be terminated even if you have Material Information at the time, although doing so may call into question whether the plan was originally entered into in “good faith” or whether such information was used to avoid actions which otherwise would have been taken under the plan. Any alteration of a plan will be treated as a termination of the plan. Accordingly, before terminating or altering an instruction or plan, you should consult with your legal counsel.

F. TRANSACTIONS UNDER PLANS; CERTAIN TRANSFERS

Other than the pre-clearance requirements set forth in Section I.I, this Insider Trading Policy does not apply in the case of the following transactions (although these transactions may nevertheless be subject to the requirements of Section 16 of the Securities Exchange Act of 1934 (the “34 Act”) applicable to members of the Board and executive officers):

- **Stock Option Exercises.** This Insider Trading Policy does not apply to the exercise of an employee stock option acquired pursuant to the Company’s plans or to the exercise of a tax withholding right pursuant to which a person has elected to have the Company withhold shares subject to an option to satisfy tax withholding

requirements. This Insider Trading Policy does apply, however, to any sale of stock as part of a broker-assisted cashless exercise of an option or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

- Restricted Stock Awards. This Insider Trading Policy does not apply to the vesting of restricted stock or the exercise of a tax withholding right pursuant to which you elect to have the Company withhold shares of stock to satisfy tax withholding requirements upon the vesting of any restricted stock.
- 401(k) Plan. This Insider Trading Policy does not apply to purchases of Company securities in the Company's 401(k) plan resulting from your periodic contribution of money to the plan pursuant to your payroll deduction election. This Insider Trading Policy does apply, however, to certain elections you may make under the 401(k) plan, including: (i) an election to increase or decrease the percentage of your periodic contributions that will be allocated to any Company stock fund; (ii) an election to make an intra-plan transfer of an existing account balance into or out of any Company stock fund; (iii) an election to borrow money against your 401(k) plan account if the loan will result in a liquidation of some or all of any Company stock fund balance; and (iv) an election to pre-pay a plan loan if the pre-payment will result in allocation of loan proceeds to any Company stock fund.
- Dividend Reinvestment Plan. This Insider Trading Policy does not apply to purchases of Company securities made pursuant to a pre-existing election to reinvest dividends. This Insider Trading Policy does apply, however, to the election to participate in a dividend reinvestment plan or any increase or decrease in your level of participation in such a plan.
- Certain Transfers. This Insider Trading Policy does not apply to transfers made with the approval of the General Counsel or the Chief Financial Officer to an account, trust, partnership or other entity controlled by you for your benefit and/or the benefit of one or more family members (regardless whether any such family member shares your household, such family member's transactions in Company securities are directed by you or are subject to your influence or control, or such family member is materially dependent on you for financial support).

G. TRANSACTIONS NOT INVOLVING A PURCHASE OR SALE

Transactions in mutual funds that are invested in Company securities are not transactions subject to this Insider Trading Policy.

H. SPECIAL AND PROHIBITED TRANSACTIONS

The Company has determined that there is a heightened legal risk and/or the appearance of improper or inappropriate conduct if the persons subject to this Insider Trading Policy engage in certain types of transactions. Therefore, additional restrictions may apply to you as set forth below:

- Short-Term Trading. Short-term trading of Company securities may be distracting to the person and may unduly focus the person on the Company's short-term stock market performance instead of the Company's long-term business objectives. Section 16(a) of the 34 Act contains a "bright line" rule by which all "short-swing" trading profits received by insiders must be returned to the company. If you are a Reporting Person and you (and your Family Members) buy Company stock and then you (or your Family Members) sell Company stock within six months of any purchase, or sell Company stock and then purchase Company stock within six months of any sale, any profit you (or your Family Members) make must be returned to the Company. To determine whether a profit has been made, the highest price sale will be matched with the lowest price purchase during the period, which means that you may be deemed to have made a profit, even if your transactions in the aggregate resulted in a net loss. This rule applies even if you had no Material Information. This rule does not apply to the receipt of shares by a Reporting Person upon exercise of options with a fixed exercise price or a bona fide gift of stock (i.e., a donation of stock to a qualified charitable organization).
- Short Sales. Short sales of Company securities (i.e., the sale of a security that the seller does not own) may evidence an expectation on the part of the seller that the securities will decline in value, and therefore have the potential to signal to the market that the seller lacks confidence in the Company's prospects. In addition, short sales may reduce a seller's incentive to seek to improve the Company's performance. For these reasons, short sales of Company securities by a Covered Person are prohibited. In addition, Section 16(c) of the 34 Act prohibits Reporting Persons from engaging in short sales. Short sales arising from certain types of hedging transactions are governed by the paragraph below captioned "Hedging Transactions."
- Publicly-Traded Options. Given the relatively short term of publicly-traded options, transactions in options may create the appearance that a Covered Person is trading based on Material Information and focus a Covered Person's attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in put options, call options or other derivative securities, on an exchange or in any other organized market, a Covered Person is prohibited by this Insider Trading Policy. Option positions arising from certain types of hedging transactions are governed by the next paragraph below.
- Hedging Transactions. Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Such hedging transactions may permit a Covered Person to continue to own Company securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, the Covered Person may no longer have the same objectives as the Company's other shareholders. Therefore, Covered Persons are prohibited from engaging in any such transactions.

- Margin Accounts and Pledged Securities. Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledger is aware of Material Information or otherwise is not permitted to trade in Company securities, a Covered Person is prohibited from holding Company securities in a margin account or otherwise pledging Company securities as collateral for a loan unless the arrangement is specifically approved in advance by the General Counsel. Pledges of Company securities arising from certain types of hedging transactions are governed by the paragraph above captioned "Hedging Transactions".
- Standing and Limit Orders. Standing and limit orders (except as set forth in Section 6.E) create heightened risks for insider trading violations similar to the use of margin accounts. There is no control over the timing of purchases or sales that result from standing instructions to a broker and, as a result, the broker could execute a transaction when a Covered Person is in possession of Material Information. The Company, therefore, discourages placing standing or limit orders on Company securities. Any such standing order or limit order by a Covered Person the order should be limited to short duration and should otherwise comply with the restrictions and procedures outlined in this Insider Trading Policy.

I. COVERED PERSONS

(I) Covered Persons List

The General Counsel maintains the list of Covered Persons (the "Covered Person List"). The General Counsel reviews the Covered Persons List regularly and no less than annually.

(II) Pre-Clearance of Covered Persons

Covered Persons are required to seek pre-approval using the Request for Pre-Clearance form attached as Exhibit A before transacting in the Company's securities.

All transactions by Reporting Persons in Company securities, including purchases, sales, transfers to trusts, changes in the nature of your ownership (i.e., from direct to indirect), gifts, inheritances, transfers within your 401(k) plan, stock option exercises, stock option grants and other stock grants, must be reported to the SEC.

Neither the General Counsel nor the Chief Financial Officer is under an obligation to approve a transaction and may determine not to permit the transaction. If a Covered Person seeks pre-clearance and permission to engage in the transaction is denied, then he or she should refrain from initiating any transaction in Company securities and should not inform any other person of the restriction.

You must contact either the General Counsel or the Chief Financial Officer prior to effecting any transaction in Company securities including, but not limited to, buying, selling, donating, gifting, pledging or exercising options even if it is during a trading window and even if it is a transaction permitted by Section 6.F. You should seek approval at least two (2) business days in advance of the proposed transaction, after which you must complete the transaction within a window of no more than three (3) business days (or such longer period as specified by the Covered Person and approved by the General Counsel). If the Covered Person does not complete the transaction within those three (3) business days (or other authorized period), the Covered Person must seek new approval from the General Counsel and the Chief Financial Officer before executing the transaction.

Reporting Persons subject to this pre-clearance requirement must immediately notify the General Counsel following the execution of any transaction in order to allow for timely filing of Form 4 on his/her behalf.

J. FORM 4 FILING

Transactions in Company securities listed in the name of Family Members and other entities in which a Reporting Person has an interest (i.e., trusts, corporations and partnerships) may also need to be reported to the SEC. The legal obligation to make a required Form 4 (“Form 4”) filing is that of the Reporting Person. The Company has historically made, and currently plans to continue to make, all such filings on behalf of Reporting Persons as a courtesy. Reporting Persons are responsible for providing correct and timely information regarding all transactions. For Reporting Persons, transactions reportable on Form 4 must be filed on the Form within two (2) business days of the transaction date. After receiving transaction pre-approval, the Reporting Persons should forward the details of their transaction(s) via email to the General Counsel and the Chief Financial Officer no later than the date of the transaction(s) so that the Form 4 can be prepared for filing with the SEC. It is the Reporting Person’s obligation to make sure that his or her filings are made timely and correctly. Because the Form 4 must be received by the SEC within two (2) business days, we effectively have only one (1) day to make sure the Form 4 is completed correctly. If a Reporting Person fails to make a timely filing, the fact of such failure is required to be set forth in the Company’s proxy statement and the Reporting Person may be subject to SEC action as a result. Reporting Persons are asked to execute limited powers of attorney authorizing the General Counsel and other designated persons to file Forms 3, 4, or 5 on the Reporting Person’s behalf to avoid missing any deadlines.

Once the Form 4 is prepared, it will be returned to the Reporting Person via email for approval and signature, or correction if appropriate. Once the Reporting Person approves the Form 4 via email, it will be filed on the Reporting Person’s behalf. The Reporting Person should sign the approved Form 4 and mail the signed copy to the Company. If the Reporting Person has not responded via email to approve or correct the form by noon on the second (2nd) business day after the transaction, the General Counsel may authorize filing the Form 4 on his or her behalf, as prepared, pursuant to the power of attorney. Proofs of filing will be sent via email as soon as confirmation is received. Any errors will be corrected on an amended filing.

K. THE TRADING WINDOW

The period during which you are generally permitted to trade Company securities is known as a “trading window”. In general, Covered Persons and all other employees of the Company (and any other person designated by this Insider Trading Policy or by the General Counsel as subject to this Insider Trading Policy) may only trade Company securities during the period beginning the second (2nd) full trading day after annual or quarterly earnings are announced and ending at the close of trading two (2) weeks before the end of the next quarter. For example, if earnings are announced on Monday morning, pre-market, the trading window would open on Wednesday morning. If earnings are announced on Monday after the close of the market, the trading window would not open until Thursday morning. The goal is to give the market two (2) full days to absorb information before trading by insiders. The trading window will vary depending on the dates the Company makes announcements.

- For the avoidance of doubt, except with respect to a transaction permitted by Section 6.F, Covered Persons and all other employees of the Company (and any other person designated by this Insider Trading Policy or by the General Counsel as subject to this Insider Trading Policy) may not engage in transactions in the Company’s securities except during the trading window.

Even during the trading window, except with respect to a transaction permitted by Section 6.F, nobody may buy or sell, donate, gift or pledge Company securities while in possession of any Material Information.

The General Counsel is responsible for posting the status of the Company’s trading window on the Company’s intranet site, theSource. Additionally, Covered Persons and all other employees of the Company (and any other person designated by this Insider Trading Policy or by the General Counsel as subject to this Insider Trading Policy) may directly contact the General Counsel for the status of the Company’s trading window.

L. VOLUME LIMITATIONS ON SALES FOR REPORTING PERSONS

If you are a Reporting Person and you wish to sell, during any three month period, in excess of 5,000 shares or shares with an aggregate sales price in excess of \$50,000, you must file Form 144 with the SEC and the NASDAQ Stock Market LLC at the time you place the order. Form 144 should be prepared and filed by your broker prior to or on the day of the sale transaction. You are responsible for insuring that your broker files the required forms.

M. PENALTIES

Violations of federal securities laws can result in individual and Company civil liability of up to \$1 million and, for improper insider trading, up to three times the amount of profit gained. There are also substantial criminal penalties, including up to five years in prison. Failure to comply with this Insider Trading Policy is also a violation of the Company’s Code of Business Conduct and Ethics, and could subject you to discipline up to, and including, dismissal.

If you believe an unauthorized disclosure of material information may have occurred, immediately contact the General Counsel or the Chief Financial Officer. Certain inadvertent

disclosures or non-public Material Information can be “cured” by appropriate and prompt subsequent disclosure.

N. REPORTING OF VIOLATIONS

Any person who violates this Insider Trading Policy or any federal or state law governing insider trading or tipping, or who knows of or reasonably suspects any such violation by another person, should report the matter immediately to the General Counsel. Employees are obligated to report suspected and actual violations of Company policy or the law. Failure to do so could result in disciplinary action up to and including termination of employment.

O. POST-TERMINATION TRANSACTIONS

This Insider Trading Policy continues to apply to transactions in Company securities even after termination of service with the Company. If an individual is in possession of Material Information when his or her service terminates, that individual may not engage in transactions in Company securities until that information has become public and is no longer material. The pre-clearance procedures will continue to apply for Reporting Persons for a period of six (6) months after a termination of service in order to facilitate compliance with Section 16 of the 34 Act.

7. AUDIT

This Insider Trading Policy will be audited in accordance with the Internal Audit Plan and/or the external auditor and is subject to regulatory examination.

8. TRAINING

Covered Persons and all other employees of the Company will be provided with a copy of this Insider Trading Policy when they are hired. Covered Persons and all other employees of the Company (and any other person designated by this Insider Trading Policy or by the General Counsel as subject to this Insider Trading Policy) have the individual responsibility to comply with this Insider Trading Policy.

EXHIBIT A
REQUEST FOR PRE-CLEARANCE

Upon executing a transaction, immediately notify the Company in order to allow timely filing of Form 4 with the SEC (if applicable).

Transaction Vehicle (check one)

- | | |
|---|--------------------------------------|
| <input type="checkbox"/> Open Market Transaction | <input type="checkbox"/> 401(k) Plan |
| <input type="checkbox"/> Long-Term Incentive Plan | <input type="checkbox"/> Other |

Type of Transaction (check one)

- Purchase or acquire common stock
- Sell or dispose of common stock
- Move Company securities from one account to another (i.e., in or out of a trust)
- Pledge Company securities for margin account, or otherwise
- Exercise options without subsequent sale
- Exercise options with subsequent sale (i.e., a “cashless exercise”)
- Gift
- Other (describe): _____

Transaction Initiated By (check one)

- Broker (Provide name, firm, telephone and e-mail): _____

- Section 16 insider or immediate family member directly
- Court or government decree (i.e., divorce decree)
- Executive Officer or Employee (provide title): _____

Transaction Detail (complete each blank)

Number of securities: _____
Estimated share price: _____
Contemplated execution date: _____
Date of your last “opposite way” transaction*: _____

*If a Section 16 insider buys and sells (or sells and buys) Company securities within a six-month time frame and such transactions are not exempt under SEC rules, the two transactions can be

“matched” for purposes of Section 16. The insider may be sued and will be strictly liable for any profits made, regardless of whether the insider was in possession of Material Information.

Certification

I certify that I have fully disclosed the information requested in this form, I have read the Insider Trading Policy, I am not in possession of Material Information, and to the best of my knowledge and belief the proposed transaction will not violate the Insider Trading Policy.

Signature: _____

Print Name: _____

Date: _____

FOR LEGAL DEPARTMENT USE ONLY:

<u>Section 16 Officer Form 4 Filing History</u>	
<u>Form 4 Transaction Date</u> (previous six months)	<u>Transaction Code</u>