

EXHIBIT

Elements of an Effective Compliance Program

- Establish standards and procedures to detect and prevent criminal conduct.
- Involve high-level personnel to oversee and be responsible for the program, and commit adequate resources and authority to the program.
- Avoid placing individuals with a history of misconduct in positions of authority.
- Communicate standards and procedures of the program to employees, and engage in continuous training of employees.
- Continually monitor and evaluate the effectiveness of the program.
- Enforce the program, including incentives for compliance and punishment for criminal conduct.
- Respond to infractions, and modify the program accordingly to prevent future infractions.

Source: U.S. Federal Sentencing Guidelines effective November 2004