

INTELLON CORPORATION

CODE OF BUSINESS CONDUCT

Introduction

This Code of Business Conduct provides standards by which we expect our directors, officers, employees, individual contractors and consultants to conduct themselves in performing their responsibilities to or on behalf of Intellon. For simplicity, all who are covered by the Code are referred to herein as “we” or as “employees” unless otherwise specified, and “the Company” or “Intellon” is used to refer to Intellon Corporation and each of its divisions, subsidiaries and operating or business units.

As members of the Intellon family, we are all responsible for reading and understanding this Code and complying with both its letter and spirit. Complying with the Code is not voluntary – it is required. The Code is organized into three parts in addition to this Introduction: 1) General Principles; 2) Additional Guidelines; and 3) Administration. The General Principles form the backbone of the Code, describing our key principles of business conduct. The Additional Guidelines provide additional guidance for the General Principles where specific examples may be helpful. The Administration section explains how to seek additional guidance, obtain approvals and report suspected violations of the Code. It also describes the investigation and disciplinary process for possible violations of the Code.

The overall theme of the Code can be summarized by two simple concepts:

1. As representatives of Intellon, we must act with honesty and integrity in all matters.
2. If we are unsure of about how the Code should be applied to any situation, we should seek additional guidance as described in the Code.

The Code is not intended to address every circumstance in the workplace. The Code is in addition to our obligations under the Intellon Employee Handbook, our Employee or Independent Contractor Agreement and Intellon’s other corporate policies.

Adherence to the Code is mandatory. Violating the Code may result in disciplinary action, up to and including termination of employment. The Code is not an express or implied contract of employment and does not create any contractual rights of any kind between us and our employees. The Code does not modify the employment relationship between an employee and Intellon, whether at-will or governed by contract. In addition to the Code, there are other standards governing the conduct of Intellon employees with which each Intellon employee is required to comply. Intellon reserves the right to amend, alter or terminate the Code at any time for any reason.

1. Principles of Business Conduct

Complying with Laws. We follow the letter and the spirit of the law wherever we are around the world. In some situations, this may require compliance with both local laws and with the laws of the United States that may govern the conduct of United States-based companies in foreign locations. Where the Code or Company policies differ from applicable law, we always follow the higher standard. We understand the importance of knowing applicable law and seek guidance when more information is required.

Conducting Business with Honesty and Integrity. We act with honesty and integrity in all of our business relationships. We represent our products and services fairly and we treat our customers and suppliers and other business relationships with fairness, honesty and respect. We respect the nonpublic information of other companies, including our customers and competitors. We prepare and maintain timely and accurate financial and business records, both for internal activities and external transactions. We act with candor and honesty in our communications with each other and with our directors, stockholders, potential investors, attorneys and internal and external auditors. We promptly report any actual or suspected financial or operational misrepresentation or impropriety. We avoid actions that would cause any government official to violate or appear to violate, or that would otherwise be inconsistent with, the high standard of conduct expected of the government official.

Treating Each Other Fairly. We treat each other fairly and with dignity and respect. We support equal employment opportunity and Company policies against harassment and violence in the workplace. We value the free flow of ideas, thoughts, questions and concerns and respect the contributions and ideas each of us brings to the success of our Company. We strive to provide a safe and healthy workplace for our employees.

Acting in the Best Interests of Intellon and Avoiding Conflicts of Interest. We should act with loyalty to Intellon and avoid situations where our personal or family interests could interfere—or even appear to interfere—with our ability to make sound and objective business decisions in the best interests of Intellon. We do not accept or provide customer or supplier gifts, or engage in personal financial transactions with customers or suppliers, that may influence, or appear to influence, our ability to perform our job in an objective manner. If a conflict of interest does arise, we disclose the conflict to our manager or to the Senior Director of Human Resources or the General Counsel.

Protecting Company Assets. We endeavor to protect Company assets and use them for the benefit of Intellon and not for personal gain. Company assets include facilities, equipment, computers and software, intellectual property, information, trademarks, name and reputation, as well as our time at work and work product. Common sense should prevail, of course. Reasonable personal use of physical assets such as computers, communications systems and supplies is permitted as long as the use does not violate other Intellon policies against using Intellon assets for outside businesses, illegal activities, gambling or pornography. We understand that there should be no expectation of privacy on Company premises or while using Company

property or systems and that Intellon reserves the right to monitor use of Company property and systems even where access is gained through a personal password.

Supporting the Code. We should follow the Code in letter and in spirit and encourage other employees to do the same. If we have a question about how the Code applies to a situation, we seek guidance as described in the Code. We report any violation of the Code that comes to our attention and cooperate in any investigation under the Code. We do not retaliate against anyone who reports in good faith a violation of the Code or any law and any employee or director who violates this rule may be subject to civil, criminal and administrative penalties, as well as disciplinary action, up to and including termination of employment. However, reporting a violation of the Code in bad faith, a frivolous report of a violation, or a fabricated report of a violation may be considered a violation of the Code.

2. Additional Guidelines

Complying with Laws:

Violations of laws can have serious consequences, both for the Company and for the individuals involved. For purposes of the Code, “laws” includes regulations. Questions about the application of any laws should be referred to Intellon Legal. The following are some of the laws that affect how we conduct business on behalf of Intellon:

Antitrust Laws. Many countries have laws—often referred to generally as Antitrust, Competition or Free Trade Laws—to ensure that markets for goods and services operate competitively and efficiently so that customers enjoy the benefit of open-market competition among suppliers. These laws can be very complex, and strict compliance is essential. Violating antitrust laws is very serious and could result in substantial criminal penalties for both the Company and the employee.

Bribery and Anti-Corruption Laws. Many countries have bribery and other anti-corruption laws. For example, payments by U.S. citizens or companies to foreign government officials anywhere in the world are governed by the United States Foreign Corrupt Practices Act (“FCPA”) as well as by applicable local laws. We must never directly or indirectly offer or accept bribes or kickbacks or participate in or facilitate corrupt activities of any kind, regardless of whether they may be authorized by local law or practice. This prohibition applies to third parties acting on Intellon’s behalf, such as independent contractors and consultants. We must never engage a third party that we believe may offer a bribe to conduct or obtain Intellon business. In addition, conducting business with governments is covered by special legal rules. We must not offer or give anything of monetary value, including gifts, gratuities, favors, entertainment or loans, to a government official, unless prior approval from Intellon Legal has been obtained. (“Government official” includes any employee of any government anywhere in the world, even low-ranking employees or employees of government-controlled entities. The term “government official” also includes political parties and candidates for political office.) In some countries it may be customary at times to pay government employees for performing their required duties. Facilitating payments, as these are known, are small sums paid to facilitate or expedite routine, non-discretionary government actions and may or may not be appropriate under the laws of the foreign country. In contrast, a bribe, which is never permissible, is giving,

promising or offering to give anything of value to a government official, his or her relatives, associates or other affiliated persons or organizations with the intention of influencing a discretionary decision of the government official. Understanding the difference between a bribe and a facilitating payment is critically important. All facilitating payments must be put in a written agreement or contract with the government official and approved in advance by Intellon Legal, and recorded appropriately.

In addition, neither Intellon nor an individual acting on behalf of the Company may make a contribution to a candidate for political office in the United States.

Import and Export Compliance. Most countries where we do business have laws governing imports and exports. Many of these laws restrict or prohibit the physical shipment of Intellon products or the transfer or electronic transmission of technology and software to certain countries, entities and foreign persons. These laws may require an export license or other government approval before a restricted item is shipped or transferred. We have a responsibility to comply with these import and export requirements. We also have a responsibility to comply with applicable customs laws, and to accurately declare the value of our shipments.

Insider Trading. Many countries including the United States have insider trading laws that restrict securities trading and other activities by anyone possessing material, non-public information (which is considered to be any information not generally known to the public that people might find important to their decisions to buy or sell stock in a company). We should not:

- Buy or sell any stock or other securities (including puts, calls or short-sales) of Intellon or any other company while in possession of material, non-public information;
- Use material, non-public information for personal advantage or the personal advantage of others; or
- Deliver material, non-public information to others (sometimes referred to as “tipping”) who may buy or sell securities on the basis of that information.

Because of the importance of this area, Intellon has an Insider Trading Policy that governs when and how Intellon employees may buy and sell Intellon stock. You are required to comply with the Insider Trading Policy at all times.

Securities Disclosure Laws. The securities laws of many jurisdictions impose disclosure standards on the information that Intellon provides to its investors and others who may be considering the purchase of Intellon stock or other securities. These laws apply to press releases and other public communications as well as formal documents delivered to investors or filed with government securities regulators. For those of us responsible for preparing or contributing to the preparation of this information, we must ensure that it is accurate, reliable and complete. In general, the information must not be misleading and must not fail to include any information that would be necessary to make the information presented not misleading. Only authorized employees may make any public statements on behalf of Intellon, whether to the media, investors or other external organizations.

Employment Laws. Our employees are fundamental to our business. We do not discriminate in employment decisions, nor do we permit harassment against other employees or threats to their safety.

Records Retention. In most situations, complying with record retention policies is a normal part of our business. However, in the event of threatened or pending litigation or government investigation, we should not destroy or take any other action with respect to any Company records without approval by Intellon's General Counsel.

Loans. Loans from Intellon to directors or executive officers are prohibited. Loans from Intellon to other officers and employees must be approved in advance by the Board of Directors or its designated committee.

Conducting Business with Honesty and Integrity:

Maintaining Accurate Financial Records and Ensuring Accurate and Timely Disclosure. Each director, officer or employee involved in Intellon's disclosure process, including the Chief Executive Officer and the Chief Financial Officer, is required to be familiar with and comply with Intellon's disclosure controls and procedures and internal control over financial reporting to the extent relevant to his or her area of responsibility, so that Intellon's public reports and documents filed with the Securities and Exchange Commission ("SEC") comply in all material respects with the applicable federal securities laws and SEC rules. In addition, each such person having direct or indirect supervisory authority regarding these SEC filings or Intellon's other public communications concerning its general business, results, financial conditions and prospects should, to the extent appropriate within his or her area of responsibility, consult with other Intellon officers and employees and take other appropriate steps regarding these disclosures with the goal of making full, fair, accurate, timely and understandable disclosure.

Each director, officer or employee who is involved in Intellon's disclosure process, including without limitation the Chief Executive Officer and the Chief Financial Officer, must:

- familiarize himself or herself with the disclosure requirements applicable to Intellon as well as the business and financial operations of Intellon;
- not knowingly misrepresent, or cause others to misrepresent, facts about Intellon to others, whether within or outside Intellon, including Intellon's independent auditors, governmental regulators and self-regulatory organizations
- not fraudulently induce or influence, coerce, manipulate or mislead Intellon's independent auditors; and
- properly review and critically analyze proposed disclosure for accuracy and completeness (or, where appropriate, delegate this task to others).

Acting in the Best Interests of Intellon and Avoiding Conflicts of Interest:

Gifts and Entertainment. Exchanging gifts and entertainment with customers and suppliers (including consultants) is often appropriate. The key is to keep an arm's length relationship in both appearance and reality and to remember that special restrictions apply when dealing with government officials. The following guidelines on gifts and entertainment should be followed:

- Consult with Intellon Legal prior to offering or accepting any gift of more than nominal value. Determining when a gift has more than nominal value depends on all of the facts and circumstances involved, but a gift having a value of less than US\$150, €100 or £100 (as applicable depending on location, or other local equivalent) will generally be considered to be nominal in value. Gifts given to or received from the same party or related parties during the same calendar year should generally be aggregated when assessing the value. If you have doubt as to whether a gift may have, or appear to have, more than nominal value, seek guidance as provided in Section 3 of this Code.
- In some business situations outside of the United States it is customary and lawful for business executives to present gifts to representatives of their business partners. In these situations, refusing or returning the gifts or paying for them may be insulting to the giver. If this situation arises and the gift has more than a nominal value, report the gift to Intellon Legal. In some situations, it may be appropriate for the gift to be accepted by Intellon or donated.
- Obtain approval from Intellon Legal prior to offering any gift to any government official or candidate for political office.
- Never request gifts of any kind.
- Never ask customers, suppliers or other companies doing business or seeking to do business with Intellon for donations, gifts, sponsorships or personal concessions.
- Never offer or accept gifts of cash or securities, including Intellon stock and stock options.
- Never offer or accept a gift that could be viewed as a bribe (which includes anything designed to morally or legally obligate a person to act improperly in return for the gift).
- Never incur any expense on behalf of a customer, including favors, gifts or entertainment, that is not properly recorded on Intellon's books through an expense reimbursement or other appropriate entry.
- Never accept a gift or other personal benefit that may influence, or may appear to influence, your ability to perform your job in an objective manner.
- Never participate in any business entertainment activity that is illegal or that would embarrass Intellon if it were publicly disclosed.

- Normal business entertainment, such as a meal or tickets to a normal sporting event, may be appropriate where the expenditure is of a reasonable nature and is provided in the course of a meeting or another occasion, the purpose of which is to hold bona fide business discussions or to foster better business relations. These expenditures should not be lavish or excessive and should not violate law or create an appearance of impropriety. All such entertainment should be reported (in advance, if practical) to your manager.
- Offering, accepting or participating in significant events, such as tickets to a World Cup match or a Super Bowl game, where tickets are unusually expensive or not generally available, should be approved in advance by your manager and by Intellon Legal.
- It may be customary and appropriate to arrange or take part in programs and events that include meals and lodging. For example, speaking at a continuing education program where the sponsor pays for reasonable related travel, meals and lodging is usually acceptable if the activity is consistent with the employee's responsibilities and the Company's business interests.
- Gifts and entertainment for customers, potential customers and suppliers must support the legitimate business interests of Intellon and should be reasonable and appropriate under the circumstances.
- Never participate in any activity that you know would cause the person giving or receiving favors, gifts or entertainment to violate his or her employer's standards of conduct.

Outside Activities. Outside activities may create conflicts of interest.

- We should not conduct any non-Intellon business that interferes with our roles at Intellon. Examples of activities that would create a conflict of interest prohibited by the Code include (i) conducting non-Intellon business during working hours, or (ii) using Intellon confidential information (or confidential information of a customer entrusted to Intellon), specialized knowledge gained as an Intellon employee or Intellon property or equipment for non-Intellon uses. Also, we should not conduct outside business that violates the terms of our Employee Agreement or any employment contract we may have with Intellon.
- We should not own a significant interest in any business that does or is seeking to do business with Intellon, or that is competing or seeking to compete with Intellon, if the ownership might compromise, or appear to compromise, our duty of loyalty to Intellon.
- We should not make use of business opportunities discovered or learned through the use of our positions with Intellon or through the use of Intellon property or information that may result in personal gain for us, an immediate family member or someone with whom we have a close personal relationship.

Supervising Others. We should not supervise an immediate family member or someone with whom we have a close personal relationship. A close personal relationship includes someone with whom we have a sexual relationship, or with whom we have a friendship or other personal

relationship that may influence, or may appear to influence, our business decision making or judgments with respect to that person.

Protecting Company Assets:

Intellectual Property. Our intellectual property is crucial to our business. We must use confidential information and proprietary information of Intellon only for Intellon business purposes and only disclose it to those who are authorized and have a need to know. After terminating employment or other service for Intellon, you must continue to protect confidential and proprietary information of Intellon and not disclose it without our authorization.

3. Administration of the Code

Seeking Guidance and Reporting Concerns

The following chart provides information on how to seek guidance about the application of the Code to a specific situation, how to obtain an approval or waiver under the Code and how to report a suspected violation of the Code.

To seek guidance about the application of the Code to a specific situation	Employees* should contact the employee's manager or higher levels of management, the Senior Director of Human Resources or the General Counsel
	Executive officers should contact the Chief Executive Officer or the Chair of the Audit Committee
	Members of the Board should contact the Chair of the Audit Committee
To obtain any approval required by the terms of the Code	For employees,* requires prior documented approval by the employee's Department Vice President and by the General Counsel or Chief Financial Officer
	For Executive Officers and members of the Board, requires prior documented approval by the Audit Committee
To obtain a waiver of the Code's provisions	For employees*, requires prior documented approval by the General Counsel and by either the Chief Financial Officer or the Chief Executive Officer

	For Executive Officers and members of the Board, requires prior documented approval by the Board of Directors and disclosure to the extent required by law or regulation
To report suspected violations	Employees* should: 1) notify the employee's manager or higher levels of management, the Senior Director of Human Resources, or the General Counsel; or 2) submit a report through the Company's Compliance hotline**, or web form
	Members of the Board and Executive Officers should notify the General Counsel or the Chair of the Audit Committee
	If an accounting or auditing matter is involved, concerns or reports of suspected violations may also be submitted by email to the Chair of the Audit Committee

*As used in this table, "employees" includes independent contractors but excludes Executive Officers and members of the Board of Directors.

** Reports to the Compliance hotline may be made anonymously or with identification. The hotline should not be used for personal grievances not involving this Code or for violations of law. Violations of law should be reported immediately to the General Counsel.

Contact information for the mechanisms described above can be found on the page at the end of the Code titled "Contact Information for Code of Business Conduct."

In accordance with applicable law, it is the policy of Intellon not to allow retaliation for reports of misconduct or reports of violations of this Code made in good faith. Retaliation in any form against an individual who reports a violation of this Code or of law in good faith, even if the report is mistaken, or who assists in the investigation of a reported violation, is itself a serious violation of this policy and the Code. Acts of retaliation should be reported immediately. Any employee who engages in retaliation is subject to discipline, up to and including termination, and in appropriate cases, civil and/or criminal liability. Any use of these reporting procedures in bad faith or in a false or frivolous manner will be considered a violation of the Code.

Although Intellon will generally attempt to communicate changes in the Code concurrent with or prior to the implementation of such changes, the Company reserves the right to modify, amend or alter the Code without notice.

Investigations

Any manager who receives a report of a potential violation of this Code must report it immediately to our General Counsel or Senior Director of Human Resources. Failure to report knowledge of wrongdoing may result in disciplinary action against those who fail to report.

Management responsibility for administering the Code and investigating violations of the Code rests with the Senior Director of Human Resources and the General Counsel, except for investigations involving accounting or auditing matters or alleged violations of the Code by an Executive Officer or a member of the Board, which will be handled or directed by the Audit Committee. The administration of the Code may be varied in particular cases as may be required to conform to local law or contract. Sole authority for final determination of whether a violation has occurred rests with the Senior Director Human Resources and the General Counsel, in consultation with other members of executive management, as appropriate, or, in the case of accounting or auditing matters or alleged violations of the Code by an Executive Officer or a member of the Board, with the Audit Committee. Anyone subject to an investigation will have an opportunity to respond to any allegations made against him or her if preliminary results of the investigation require an explanation.

Intellon will hold complaints in confidence to the extent legally permissible and will use reasonable efforts to protect the identity of the person about or against whom an allegation is brought, unless and until it is determined that a violation has occurred. However, violations of the law will be reported through Intellon Legal to the proper authorities.

A person suspected of violating the Code may be suspended with or without pay while an investigation is conducted. The suspension will be at the discretion of the Senior Director Human Resources and the General Counsel, who may consider the recommendations of the employee's principal manager.

The Chief Financial Officer or the General Counsel will provide the Audit Committee with timely reports of significant Code compliance issues, including significant reported Code violations, the status of such violations and, if applicable, the corrective actions taken.

Disciplinary Action

You may be subject to disciplinary action if you fail to abide by the Code or the Code guidelines. Discipline will vary depending on the facts and circumstances and may include, alone or in combination, a letter of reprimand, demotion, bonus, suspension or even termination of service.

The authority to determine corrective and disciplinary action rests with the Senior Director Human Resources and the General Counsel, in consultation with other members of Executive management, as appropriate, who may consider recommendations of the employee's principal manager. The Board of Directors or the Audit Committee may determine corrective and disciplinary action for accounting or auditing matters or alleged violations of the Code by an Executive Officer or a member of the Board. The appropriate principal manager or a representative from Human Resources will communicate the final disciplinary decision.

Except for matters involving accounting or auditing matters or alleged violations of the Code by an Executive Officer or a member of the Board, a violator may seek reconsideration of the final discipline decision by submitting a written request for reconsideration to the Senior Director Human Resources or the General Counsel within fourteen days of notification of the disciplinary action. The request for reconsideration will be considered by the Senior Director Human Resources and the General Counsel, in consultation with other members of executive management, as appropriate.

A notation as to the final decision as well as any determinations of no violation, letters of reprimand or other written communications with the alleged violator will be placed in the employee's personnel file as part of his or her permanent record.

Violations of this Code are not the only basis for disciplinary action. Intellon has additional policies, guidelines and procedures governing conduct and violations of those policies, guidelines and procedures may also result in corrective or disciplinary action.

4. Publication of this Code

This Code will be posted and maintained on Intellon's website and posting will be disclosed in Intellon's Annual Report on Form 10-K.

5. Signature and Acknowledgement

All new employees must sign an acknowledgment form confirming that they have read the Code and understand its provisions. Failure to read the Code or to sign an acknowledgment form, however, does not excuse an employee from the terms of the Code.

Contact Information for Code of Business Conduct

Intellon has implemented a compliance process to provide a simple and easy way to report possible violations of, or raise concerns about, the Code. Either of the following methods may be used to file a report:

- By calling (866) 848-6552 to utilize a twenty-four (24) hour, seven (7) days per week hotline, or
- By accessing Intellon's web submission system at <https://intellon.silentwhistle.com> to file a report online.

Intellon's compliance hotline and web submission system are maintained by Thomson Financial. Any report may be filed on an anonymous basis. If you choose to identify yourself, it is the policy of Intellon that you will not be retaliated against for, in good faith, seeking advice, raising a concern, reporting misconduct or reporting a violation of the Code. Thomson makes reports received through the compliance hotline and web submission system available on a confidential basis only to specific individuals within Intellon or on the Audit Committee who are charged with evaluating the particular type of violation alleged. Each of these recipients, as well as the Thomson system and staff, are committed to ensuring that no report is ever shared with implicated parties, their peers, or subordinates.