

CODE OF BUSINESS CONDUCT AND ETHICS
OF
THE HAIN CELESTIAL GROUP, INC.

To All Hain Employees:

The Hain Celestial Group, Inc. places the highest value on being an ethical company with a reputation for integrity. In order to maintain that standing, the following *Code of Business Conduct and Ethics* sets forth standards of acceptable behavior for our people worldwide.

Being familiar with these policies is critical to understanding “what’s right for the company.” Read these policies carefully and retain this booklet for reference. If you are unclear about any of this material or if you have any questions, talk with your supervisor or other appropriate personnel. Furthermore, if you observe any violations of these policies, bring them to the attention of your manager. If you prefer, raise the issue with our Chief Financial Officer, General Counsel or directly with me.

Adhering to these policies is important to our future and to ensuring that Hain continues to be the kind of company in which we can all take pride.

Irwin D. Simon
President and Chief Executive Officer
The Hain Celestial Group, Inc.

The Hain Celestial Group, Inc.
Code of Business Conduct and Ethics

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GENERAL STATEMENT OF POLICY

It is the policy of The Hain Celestial Group, Inc. and its subsidiaries and affiliated companies (collectively, the “*Company*”) that the conduct of every director, officer and employee while acting on behalf of the Company be based upon the highest ethical standards and compliance with the law. This Code of Business Conduct and Ethics affirms the policy of the Company and is a guideline to deter wrongdoing and promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely, and understandable disclosure in reports and documents that a registrant files with, or submits to, the SEC and in other public communications made by the Company;
- compliance with applicable governmental laws, rules and regulations;
- the prompt internal reporting of violations of the Code to an appropriate person or persons identified in the Code; and
- accountability for adherence to the Code.

This Code does not specifically address every potential form of unacceptable conduct, and it is expected that directors, officers and employees will exercise good judgment in compliance with the principles set out in this Code. Each director, officer and employee has a duty to avoid any circumstance that would violate the letter or spirit of this Code. This Code does not limit the grounds for termination of any employee or alter any employment-at-will relationship, under which employees may be terminated at any time for any or no reason.

The Company has hired an independent third party to enable employees to anonymously report any suspected violations of applicable laws, rules or regulations or this Code or other unethical business practices. Employees may report any suspected violations by following the procedures provided with this Code, which procedures also will be available on the Company’s intranet (these methods, as they may be amended from time to time, are referred to in this Code as the “*Business Conduct Hotline*”). In the event of any change in these procedures, appropriate steps will be taken to alert employees. The Company will not attempt to identify employees who utilize the Business Conduct Hotline. Furthermore, there is no need to identify yourself and every reasonable effort will be made to ensure that all questions and information will be handled discretely.

FAIR DEALING

Each director, officer and employee should endeavor to deal honestly and ethically with the Company's directors, officers, employees, auditors, advisors, customers, suppliers and competitors while engaged in business on behalf of the Company. Non-compliance with this Code or the law or other unethical or dishonest business practices while acting on behalf of the Company are forbidden and may result in disciplinary action, including termination.

PROPER USE OF COMPANY ASSETS

Company assets should be used only for the legitimate business purposes of the Company. Directors, officers and employees are prohibited from using Company assets, confidential or proprietary information or position for personal gain. You may not use the Company's letterhead, postage, equipment, supplies, or facilities for personal purposes.

The Company strives to furnish employees with the equipment necessary to efficiently and effectively do their jobs. You must care for that equipment and use it responsibly only for Company business purposes. If you use Company equipment at your home or off site, take precautions to protect it from theft or damage, just as if it were your own. If the Company no longer employs you, you must immediately return all Company equipment. While computers and other electronic devices are made accessible to employees to assist them to perform their jobs and to promote Company's interests, all such computers and electronic devices, whether used entirely or partially on the Company's premises or with the aid of the Company's equipment or resources, must remain fully accessible to the Company and, to the maximum extent permitted by law, will remain the sole and exclusive property of the Company.

Employees, agents and contractors should not maintain any expectation of privacy with respect to information transmitted over, received by, or stored in any electronic communications device owned, leased, or operated in whole or in part by or on behalf of the Company. To the extent permitted by applicable law, the Company retains the right to gain access to any information received by, transmitted by, or stored in any such electronic communications device, by and through its employees, agents, contractors, or representatives, at any time, either with or without an employee's or third party's knowledge, consent or approval.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Any transaction undertaken in the name of the Company that would violate the laws, rules or regulations of any country or its political subdivisions in which the Company

conducts business is prohibited. Particular attention is directed to the laws, rules and regulations relating to discrimination, securities, antitrust, civil rights, transactions with foreign officials, safety and the environment. If any uncertainty arises as to whether a course of action is within the letter and spirit of the law, advice should be obtained from the Company's General Counsel or his or her designee.

Observing the law is a minimum requirement. The Company's Code envisions a level of ethical business conduct well above the minimum required by law.

1. Discrimination and Harassment

The Company is committed to providing a workplace free of discrimination and harassment based on race, color, religion, age, gender, national origin, disability, veteran status, sexual preference or any other basis prohibited by applicable law. Similarly, offensive or hostile working conditions created by such harassment or discrimination will not be tolerated. Each director, officer and employee has a duty while acting on behalf of the Company to refrain from engaging in conduct that constitutes discrimination or harassment.

An officer or employee should promptly report any discrimination or harassment or any complaint of discrimination or harassment to the Vice President of Human Resources, the Human Resources Manager or through the Business Conduct Hotline.

2. Insider Trading

Directors, officers or employees in possession of material information about the Company must abstain from trading in its securities until such information is generally and publicly available by means of a press release or other public filing. Such material "inside information" might include earnings estimates, stock and dividend activity, changes of control or management, pending mergers, sales, acquisitions, reserves numbers or other significant business information or developments. Providing such inside information to others who then trade on it is also strictly prohibited. Trading on inside information is also a violation of federal securities law.

The Company has a policy which further restricts any transactions in the Company's securities by directors, officers and employees that provides that these "insiders" may only trade in the Company's securities during established window periods, and even then only with the prior consent of the Company's Chief Financial Officer.

3. International Activities

Special provisions of United States law and certain laws of other countries where the Company conducts its business govern the Company's international activities with

respect to gifts, payments or contributions. All transactions on behalf of the Company shall be carried out in full compliance with those laws, including the Foreign Corrupt Practices Act, and the laws of any foreign country in which the Company or its agents conduct business.

Anti-Bribery Provisions. The Foreign Corrupt Practices Act makes it illegal for the Company, or for any director, officer, employee or agent of the Company, to pay or give (or to offer to pay or give) anything of value to a “foreign official” to influence any act or decision by the official, or to induce the official to use his or her influence to affect any act or decision by a foreign government (or an instrumentality or agency thereof), in order to assist the Company to obtain or retain business. It is also illegal for the Company to make payments to an agent or intermediary retained by the Company if any officer or employee of the Company either knows or has reason to believe that the agent or intermediary will make illegal payments to a foreign official on the Company’s behalf.

The term “foreign official” is broadly defined to include an official or employee of a foreign government (including an instrumentality or agency thereof or a state-owned enterprise, such as a national oil company), or of a political party (including party officials or candidates), or any person acting in an official capacity.

Accounting Provisions. The Foreign Corrupt Practices Act requires the Company to maintain accurate accounting books and records and makes it illegal for any person to falsify those books and records (or any supporting documentation such as invoices) to disguise payments prohibited by the anti-bribery provisions. Questions about the accounting provisions should be addressed to the Company’s Chief Financial Officer.

Facilitating Payments. Under very limited circumstances, the Foreign Corrupt Practices Act does permit (a) “facilitating payments” to expedite the performance of routine governmental action ordinarily performed by a foreign official, such as processing routine papers, visas or work orders, or providing mail service, phone service, or power and water supply, (b) the payment or reimbursement of reasonable and bona fide expenditures, such as travel and lodging expenses, incurred by a foreign official directly related to either a demonstration of the Company’s products or services or the execution or performance of a contract with a foreign government or (c) lawful contributions to foreign political parties or candidates. These types of payments are very limited in scope and must be promptly disclosed to the Company’s Chief Financial Officer or General Counsel or their respective designees.

In order to ensure compliance with the Company’s policy on international activities and the Act, any payment or gift to a foreign official, whether made directly by the Company or indirectly through an agent, representative or intermediary, must be approved *in advance* by the Company’s General Counsel or his or her designee.

In addition, any director, officer or employee of the Company who becomes aware either of an illegal payment or gift to a foreign official related to the Company's business activities or other violations of the Company's policy on International Activities or of the falsification of the Company's financial books and records (or of supporting documentation such as invoices), must immediately report such concerns to the Company's Chief Financial Officer or General Counsel or through the Business Conduct Hotline. Violations of this policy are grounds for immediate disciplinary action, including termination.

4. Records Retention

Records include paper documents, CDs, computer hard disks, email, floppy disks, microfiche, microfilm or all other media. The Company is required by local, state, federal, foreign and other applicable laws, rules and regulations to retain certain records and to follow specific guidelines in managing its records. Civil and criminal penalties for failure to comply with such guidelines can be severe for employees, agents, contractors and the Company, and failure to comply with such guidelines may subject the employee, agent or contractor to disciplinary action, up to and including termination of employment or business relationship at the Company's sole discretion. If you have questions regarding how long records should be retained, please contact the Company's Chief Financial Officer or General Counsel.

A "legal hold" suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. The Company's Chief Financial Officer and/or General Counsel will identify what types of Company records or documents are required to be placed under a legal hold. Every Company employee, agent and contractor must comply with this policy.

The Company's Chief Financial Officer and/or General Counsel or their respective designees will notify you if a legal hold is placed on records for which you are responsible. You then must preserve and protect the necessary records in accordance with instructions from the Company's Chief Financial Officer or General Counsel. **RECORDS OR SUPPORTING DOCUMENTS THAT HAVE BEEN PLACED UNDER A LEGAL HOLD MUST NOT BE DESTROYED, ALTERED OR MODIFIED UNDER ANY CIRCUMSTANCES.** A legal hold remains effective until it is officially released in writing by the Company's Chief Financial Officer or General Counsel. If you are unsure whether a document has been placed under a legal hold, you should preserve and protect that document while you check with the Company's Chief Financial Officer or General Counsel.

If you have any questions about this policy you should contact the Company's General Counsel.

5. Other Forms of Impermissible Conduct

As an employee of the Company, you are expected to conduct yourself at all times in accordance with all applicable policies and standards established by the Company's management. You also are to avoid any conduct which may cause any loss of confidence or trust by the Company's customers, shareholders, and regulators, such as: threatened, implied, or actual violence of any kind; violation of the Company's security policy, including unauthorized possession of weapons on Company premises; deliberate damage to or theft of property belonging to the Company, a customer, or a fellow employee; conviction of a crime involving a breach of trust or dishonesty or conviction of any other offense deemed inconsistent with employment by the Company; any other acts of dishonesty; and unauthorized or illegal use or sale of alcohol or drugs. Violation of any of the foregoing standards are grounds for immediate disciplinary action, including termination.

UNDERSTANDINGS WITH COMPETITORS

No agreements or informal understandings are to be reached with the Company's competitors with respect to the price, terms, technical support, quality or other attributes of any products sold to customers. No such agreements or understandings with competitors are to be made as to identity of customers, co-packers or suppliers, new products or product development, markets in which to operate, pricing and promotional plans or policies or other competitively significant subjects.

The Company's policy does not prohibit purchases from or sales to competitors and the normal bargaining incident to such transactions.

Officers and employees should not assume that *any* understanding with a competitor is competitively insignificant without discussing the subject with the Company's General Counsel.

The penalties for violation of the antitrust laws are severe. They include fines, damages and legal expense to the Company. They also include fines and imprisonment for individuals convicted of participating in a violation, and the potential of disciplinary action for contravening the Company's policy even without a conviction.

To minimize the risk of inadvertent violations, the Company's policy is to avoid certain practices which may not be illegal of themselves, but may raise questions of illegality in some circumstances. The Company's policy therefore bans officers and employees from (1) engaging in discussions of the foregoing subjects with competitors, even if efforts are made to avoid any agreement or understanding, (2) attending meetings of competitors where the foregoing subjects are discussed, even though Company representatives do not participate in the discussion, and (3) partaking in any correspondence with competitors concerning the

foregoing subjects (most particularly, pricing), even though there is no discussion or meeting on the subject. If exceptions are warranted or other communications with competitors on business matters are necessary (for example, in the course of discharging trade association duties), our General Counsel or his or her designee is available for consultation.

Information about competitors' activities will normally be obtained from customers, publications, and similar sources. It will not be sought directly from competitors, their representatives, or their distributors.

Acts prohibited by this policy may not be undertaken indirectly through others, including customers, suppliers or distributors.

DEALINGS WITH CUSTOMERS, CO-PACKERS OR SUPPLIERS

The Company's policy is to select its own customers, co-packers and suppliers. Although the Company may base its selection on information obtained from third parties, such as credit bureaus, there should be no understanding that the Company will act one way or another on the basis of such information.

The Company may specify territories and types of businesses within the United States or in foreign jurisdictions in which the Company operates in which its distributors or representatives are expected to concentrate their selling efforts.

CONFIDENTIAL INFORMATION

Directors, officers and employees may become aware of non-public information regarding actual or potential customers, suppliers, co-packers or distributors or commercial transactions of the Company, or of nonpublic technical information pertaining to the operations or potential operations of the Company. Such confidential and proprietary information is the exclusive property of the Company and each director, officer and employee is bound to keep such information in strictest confidence, except when disclosure is authorized by an officer of the Company or legally mandated. Furthermore, such information is to be used solely for Company purposes and never for the private gain of a director, officer or employee (or any member of his or her immediate family), or any third party.

Special care is required regarding the public release of information concerning the Company's business, strategies, activities and plans, the disclosure of which could influence investors trading in the Company's securities. All media contact and public statements and discussions of Company business should be coordinated with the Company's Chief Growth Officer and should only be made by spokespersons who have been authorized by an officer of the Company.

CONFLICTS OF INTEREST

1. General

Generally, a conflict exists when the personal interests or activities of a director, officer or employee (or members of their immediate family) may influence the exercise of his or her independent judgment in the performance of one or more duties to the Company. Even the appearance of a conflict of interest may be as damaging as an actual conflict and should be avoided. Directors, officers and employees should not enter into any transaction or engage in any practice (directly or indirectly) that would tend to influence him or her to act in any manner other than in the best interests of the Company. Directors, officers and employees (or members of their immediate family) also should not exercise discretionary authority or make or influence any recommendation or decision on behalf of the Company that would result in an undisclosed personal financial benefit to such director, officer or employee (or to members of his or her immediate family).

It is not a conflict of interest for a director, officer or employee or members of their immediate family to obtain services from persons or entities who also provide services to the Company, including legal, accounting or brokerage services, loans from banks or insurance from insurance companies, at rates customary for similarly situated customers. Furthermore, no relationship involving an employee or non-executive officer that is disclosed to and affirmatively determined by the Company's Chief Financial Officer or General Counsel to be immaterial and no relationship involving an executive officer or director that is disclosed to and affirmatively determined by the Board of Directors to be immaterial (and no action incidentally benefiting any such employee, officer or director as a result of such relationship) shall be deemed a conflict of interest within the meaning of this Code.

2. Gifts, Gratuities and Other Benefits

No officer or employee shall (directly or indirectly) offer or give any gift, "kickback" or other improper payment or consideration to any customer, supplier, government official or employee, or any other person in consideration for assistance or influence concerning any transaction or potential transaction involving the Company.

No officer or employee, or member of his or her immediate family, shall (directly or indirectly) solicit, accept or retain any gift, entertainment, trip, discount, service or other benefit from any organization or person doing business with the Company, other than (i) modest gifts or entertainment as part of normal business courtesy and hospitality that would not influence, and would not reasonably appear to be capable of influencing, such officer or employee to act in any manner not in the best interest of the Company or (ii) acceptance of a nominal benefit that has been disclosed to and approved by the officer's or employee's supervisor.

Written approval by the Company's Chief Financial Officer or General Counsel shall be required for any gift, entertainment, trip, discount, service, or other benefit from an organization or person doing business with or competing with the Company which exceeds \$25 in value.

No officer or employee, or member of his or her immediate family, shall (directly or indirectly) solicit, accept or retain any gift, entertainment, trip, discount, service or other benefit from any competitor of the Company.

CORPORATE SPONSORSHIP

Corporate funds, credit, property or services may not be used (directly or indirectly) to support any organization, political party or candidate for public office, or to support or oppose any ballot measure, without the *prior written approval* of the Corporate Sponsorship Review Committee, as designated from time to time. Although directors, officers and employees are encouraged to support political parties and candidates with their personal efforts and money, the Company will not reimburse or subsidize them in any way for such political participation.

Unless your involvement in an outside activity is specifically requested or endorsed by the Company, you may not make statements or take other actions that may imply sponsorship or endorsement by the Company of an outside employer or of a political, charitable, civic, religious, or other outside organization. Except in the performance of your assigned duties for the Company, you also may not use (even for a purpose you believe positively promotes the Company) any trademark, trade-name, logo and the like that is owned or licensed by the Company, including without limitation the Company's name or logo, without the written approval of the Corporate Sponsorship Review Committee or the Company's General Counsel.

CORPORATE OPPORTUNITIES

Directors, officers and employees are prohibited from taking for themselves personally (or for members of their immediate family) any opportunity that may be of interest to the Company that is discovered through the use of corporate property, information or position unless such opportunity is first offered to the Company and the Company affirmatively determines not to pursue it.

OTHER ORGANIZATIONS

Each officer and employee is expected to devote his or her full time and efforts during normal working hours to the service of the Company. No officer or employee shall

engage in any business or secondary employment that interferes with his or her obligations and responsibilities to the Company.

No officer or employee of the Company may serve on the board of directors of any corporation not owned or controlled by the Company, other than a nonprofit, charitable, religious, civic or educational organization, without the prior written approval of the Company's Chief Executive Officer, or, for the Chief Executive Officer, without the prior approval of the Company's Board of Directors.

Unless disclosed to and approved by the Company's Chief Financial Officer or General Counsel no officer or employee or any member of their immediate families may directly or indirectly have a financial interest (whether as an investor, lender, employee or other service provider) in any company that is selling supplies, furnishing services or otherwise doing business or competing with the Company. This provision does not apply to an officer or employee or members of their immediate family owning the securities of a publicly traded entity as long as such ownership represents less than five percent (5%) of the outstanding securities.

EMPLOYMENT OF FAMILY MEMBERS AND EMPLOYEE RELATIONSHIPS

The Company does not prohibit spouses, parents, children and other persons related by blood or marriage from working for the Company simultaneously. However, all such employees must be hired by disinterested personnel strictly on the basis of merit and without regard to family relationships. Reporting relationships between family members are to be avoided to the maximum extent possible, to eliminate even the appearance of possible favoritism based on family ties. For these reasons, employees should disclose to the Company the names and current job titles of all family members who work directly or indirectly for the Company.

The Company continually strives to promote positive and productive working relationships between its employees and to fully comply with the letter and spirit of all laws prohibiting discrimination and sexual harassment. While the Company does not wish to unduly interfere with the private lives of its employees, some limitations on personal relationships in the workplace are necessary in order to prevent actual or perceived favoritism, problems with supervision, security and morale and possible claims of discrimination or harassment. For these reasons, an employee may not engage in romantic or sexual encounters or relationships with any other employee with whom he or she is in a supervisory or reporting relationship. This includes the immediate supervisor, any upper level supervisor (that is, anyone up the supervisory chain), any person to whom the employee directly or indirectly reports, anyone who evaluates the employee and any person whose input is regularly sought for the evaluation of an employee.

The Company recognizes the importance of developing close working relationships among employees and this policy is not intended to prohibit friendships that naturally develop in a work setting or social interaction among employees.

If two employees become subject to the restrictions of this policy after they are hired, one or both of the employees must seek a transfer or reassignment that eliminates the reporting or supervisory relationship. The decision as to which of the individuals will remain within the department and/or with the Company must be made by the two employees within three (3) months. If no decision has been made during this time, the Company may take whatever action it determines to be appropriate, including transfers, reassignments or termination of one or both of the employees.

ACCOUNTING AND REPORTING

Every officer and employee is required to follow the Company's accounting policies, including the business expense policies. All accounting records should accurately reflect and describe corporate transactions. The recordation of such data must not be falsified or altered in any way to conceal or distort assets, liabilities, revenues, expenses or the nature of the activity. The Company's accounting policies may be obtained from the Company's Chief Financial Officer.

All public disclosures made by the Company, including disclosures in reports and documents filed with or submitted to the Securities and Exchange Commission, shall be accurate and complete in all material respects. Each director, officer and employee is expected to carefully consider all inquiries from the Company related to the Company's public disclosure requirements and promptly supply complete and accurate responses.

If any officer or employee has any questions or concerns about any of the Company's public disclosures, he or she should immediately contact the Company's Chief Financial Officer. Additionally, questions or concerns can always be reported through the Company's Business Conduct Hotline.

COMPLIANCE AND ENFORCEMENT

Questions of interpretation or application of this Code with respect to a particular situation should be addressed to the Company's Chief Financial Officer or General Counsel or their respective designees. Such requests may be made in writing or orally and will be handled discretely.

Compliance with this Code is a condition of employment for each officer and employee. Conduct contrary to this Code is outside of the scope of employment. Employees

are encouraged to talk to supervisors, Human Resource Department representatives or an officer of the Company when in doubt about the best course of action in a particular situation.

Any suspected violation of applicable laws, rules or regulations or this Code, including any transaction or relationship that reasonably could be expected to give rise to a conflict of interest, should be reported promptly to the Company's General Counsel, or his or her designee, without regard to the usual lines of reporting. Alternatively, any suspected violations of applicable laws, rules or regulations or this Code or unethical business practices may be reported through use of the Company's Business Conduct Hotline. The Company will not attempt to identify employees who utilize the Business Conduct Hotline. Furthermore, there is no need to identify yourself and every reasonable effort will be made to ensure that all questions and information will be handled discretely.

No adverse action will be taken against any employee for making a complaint or disclosing information in good faith, and any officer or employee who retaliates in any way against an employee who in good faith reports any violation or suspected violation of the Code of Conduct will be subject to disciplinary action, including termination.

Any violation of this Code of Conduct will be grounds for immediate disciplinary action including termination.

AMENDMENT, MODIFICATION AND WAIVER

Any amendment or modification of this Code must be approved by the Company's Board of Directors. Any waiver of this Code for non-executive officers or employees may be granted by the Company's General Counsel. Any waiver of this Code for directors or executive officers may be granted only by the Board of Directors or a duly authorized committee of the Board of Directors, subject to the disclosure and other provisions of the Securities Exchange Act of 1934, the rules promulgated thereunder and applicable Nasdaq rules.

CERTIFICATION OF COMPLIANCE
with
THE CODE OF BUSINESS CONDUCT AND ETHICS
of
THE HAIN CELESTIAL GROUP, INC.
AND ITS FAMILY OF COMPANIES

I hereby certify that I have received, read and understand
our Code of Business Conduct and Ethics and agree that it is my
responsibility to comply with all principles
and requirements contained therein.

Signature: _____

Print Name: _____

Title/Position: _____

Date: _____

Office, Region, Division, Warehouse, or Plant

Location

Phone No./Extension - please use area code

Return this certification within two weeks to
Human Resources-Melville for inclusion in your personnel file.

VERIFICATION FORM

Do you know or have a reasonable basis to suspect that the Company or any person acting on behalf of the Company has engaged in any conduct in violation of Hain's Code of Business Conduct and Ethics?

Yes ____ No ____

If you have any question as to the applicability of the Code of Conduct to any situation, you should discuss the matter with the General Counsel before completing this form.

If you have answered "yes" to the preceding question, please set forth a brief statement of the facts and circumstances which prompted your answer.

If you wish to disclose any current or potential conflicts with the Code of Conduct that either exist or might reasonably be expected to arise during the course of your employment, please set forth an explanation of these conflicts.

Signature _____

Date _____

Name _____

(Please print)

Sign and deliver to Human Resources-Melville for filing in individual personnel file.