

Attachment B

TMA Code of Ethics Preamble

Members of the Turnaround Management Association (hereinafter "TMA") are dedicated to the highest standards of professionalism, integrity and competence for those engaged in all matters involving turnaround and crisis management and corporate renewal. The following principles are guidelines for the conduct of members in fulfilling those obligations.

The transactions in which we engage are diverse, multifaceted and sometimes complex. It is thus not possible to state a set of rules that would prescribe proper behavior under every circumstance. However, to provide guidance and clarity, we have developed and stated our Code of Ethics.

This Code is composed of Canons and Ethical Standards. The Canons are broad principles of conduct. The Ethical Standards (E.S.) are more specific goals toward which members should aspire in professional performance and behavior.

Canon I General Obligations and Professional Boundaries

A member shall maintain and advance knowledge of the practice of turnaround and crisis management and corporate renewal, respect the practice and contribute to its growth.

E.S. 1.1 Professional Boundaries:

A member bound by this Code of Ethics is one who is engaged in the practice of providing managerial services and consultation services to businesses, debtors, creditors and other interested parties with respect to troubled businesses, organizations and associations. While such services include a

wide range of issues and problems, a member must take care not to perform services that require a license, unless the member is so licensed to perform such services.

E.S. 1.2 Standards of Excellence:

A member shall strive to improve his or her professional knowledge and skill. Within his or her practice, a member shall demonstrate a consistent pattern of reasonable care and competence.

E.S. 1.3 Conduct:

A member shall uphold the law in the conduct of his or her professional activities.

E.S. 1.4 Human Rights:

A member shall uphold human rights in all of his or her professional endeavors.

E.S. 1.5 Continuing Education:

A member shall seek out and participate in educational programs to enhance his or her professional knowledge.

Canon II Obligations to the Client

A member shall serve his or her client independently, competently and in a professional manner. A member should exercise unprejudiced and unbiased judgment on the client's behalf.

E.S. 2.1 Professional Responsibilities:

(A) A member shall undertake to perform the engagement to the best of his or her ability; (B) A member shall not proceed with an engagement unless the client has agreed with the objectives, scope and approach to be employed and has

agreed to the fee structure; (C) A member shall not undertake an engagement which cannot be fulfilled in a timely manner because of his or her commitments.

E.S. 2.2 Independence:

A member's duty is solely to the client and he or she should strive to remain independent of other affiliations that could compromise his or her judgment or result in the appearance of compromise. Prior to accepting an engagement, a member shall disclose to his or her client all financial relationships which may cloud, or give the appearance of clouding, his or her judgment. If the client is the troubled business or organization, disclosure shall be made of any past referrals from, prior work for, or an ownership interest in, any owner, creditor or customer of the client and any party offering financing to, or seeking to purchase an interest in the client. A member shall avoid conflicts of interest and the appearance of conflicts of interest.

E.S. 2.3 Competence:

A member shall not undertake an engagement for which his or her firm does not have the technical capability.

E.S. 2.4 Candor and Truthfulness:

(A) A member shall not intentionally or recklessly mislead existing or prospective clients about the results which can be achieved through the use of a member's services; (B) A member shall not offer solutions nor make recommendations that are unrealistic or impractical. The nature of proposed actions, and the potential ramifications of those actions, should be communicated to the client.

E.S. 2.5 Integrity:

(A) A member shall not disclose confidential information about

his or her clients or otherwise take advantage of such information; (B) A member shall not serve a client using proprietary information developed for a previous client without obtaining the previous client's consent.

E.S. 2.6 Contingency Fees:

A member may accept a performance bonus or other contingency fee.

E.S. 2.7 Ownership:

(A) TMA recognizes the difficulties involved with respect to equity ownership of a troubled company client; (B) If a member owns or obtains a direct or indirect financial interest in a client, such interest must be disclosed to creditors and stockholders of the client on a timely basis, must be negotiated prior to the assignment and additional equity ownership should not be negotiated during the course of an engagement; (C) If an equity interest in a troubled business client results in the member gaining control of the client, the conditions and circumstances whereby the interest is obtained should be set forth in writing and agreed to prior to commencement of the engagement. Equity interests held by parties affiliated with the member shall be aggregated with the member's direct interest to determine whether or not the member would control the client. The member should insist that the client obtain legal counsel to represent the client with respect to negotiating and documenting the equity interest to be obtained by the member.

Canon III Obligations to the Profession and to Colleagues

A member shall uphold the integrity and dignity of the profession.

E.S. 3.0: Responsibility to Colleagues: E.S. 3.1: Each

member has a responsibility to further the profession by acting with integrity and supporting the objectives and programs of the Association.

E.S. 3.2: A member shall not refer a client to a colleague in exchange for monetary consideration from that colleague or in any way share in any fee received by such colleague. For this purpose, "colleague" shall not include a member's partner, a shareholder or employee of such member's firm, or an independent contractor that has an exclusive, written contractual relationship with a member or such member's firm that predates the referral.

E.S. 3.3: A member referring a client to another member shall not make any commitments on behalf of the member receiving the referral or misrepresent the qualifications of the member receiving the referral.

E.S. 3.4: A member shall not misrepresent his or her credentials or capabilities in the pursuit of engagements.

E.S. 3.5: A member shall not disparage or make false statements about another member competing for an engagement.

E.S. 3.6: A member shall not give the impression that membership in the TMA bestows any credentials or in any way guarantees minimum qualifications.

E.S. 3.7: A member shall represent that he or she subscribes to this Code of Ethics.