CODE OF CONDUCT

Every Empire Physician Medical Group (EPMG) employee and contractor must ensure that we act with integrity in everything we do. Acting with integrity begins with understanding and abiding by the laws, regulations, Company policies and contractual obligations that apply to our roles and activities. Acting ethically and honestly is expected from all of our employees and contractors. We do not tolerate cheating, stealing, deception or acts of fraud. Fraud is an intentional misrepresentation of fact through the use of words, conduct or concealing important information to induce someone to act in a way that causes them injury or harm. This type of activity damages our reputation and our bottom line, and it has no place in EPMG that values integrity. The EPMG Board of Directors has adopted this Code of Conduct, which applies to all employees, directors and contractors, to provide guidelines for our decisions and behavior. This Code represents a core element of the Company's compliance program.

Complying with the Code of Conduct:
Since the Code cannot address every situation you might encounter, EPMG relies on your good judgment and values to uphold the spirit and intent of the Code. If you are ever unsure about what to do in a particular situation, ask questions. We have many resources available to help you.

You must comply with this Code and all policies that apply to you. Contractors and Managers have an additional responsibility to understand this Code and policies that apply to your business units so that you may serve as a resource for employees. If you are uncertain as to how this Code or any policies apply, or if you have questions, contact the Compliance Officer or the President of EPMG.

All employees must disclose any conflict of interest with respect to any matter related to handling beneficiaries/members under the management of EPMG. An employee or contractor shall be deemed to have a conflict of interest if he/she has any involvement in the care of a beneficiary/member of EPMG or has any fiduciary interest in, or fiduciary relationship with a member or contractor, or any involvement with a member or provider that may impair objectivity in the performance of responsibilities. All employees/contractors must disclose any potential conflicts in writing.

Reporting Misconduct:
If you encounter what you believe to be a potential Code or policy violation, speak up. Speaking up is not only the right thing to do, it's required by EPMG policy. EPMG provides many ways to report concerns through any manager of the company. You always have the option of reporting anonymously, and regardless of how you report, you are protected from retaliation whenever you speak up in good faith. All reports will be reviewed and, if necessary investigated.

Reporting potential Code or policy violations helps the Company address issues quickly and thoroughly. You also help us identify opportunities to provide guidance on how the Code and policies apply in specific situations. We want you to help live the Company's values.

Violations of the Code of Conduct and Policies
Violating this Code, EPMG policies, laws and regulations and or contractual obligations not only have potential legal and regulatory consequences, but also compromise EPMG's reputation. Unethical or illegal acts can never be justified. No employee or contractor, regardless of his or her position, is ever authorized to commit, or direct another contractor or employee to commit, an unethical or illegal act. In addition, employees cannot use any third party to act in any way that is prohibited by law, this Code, any company policy or any contractual obligation.

CODE OF CONDUCT

All violations of this Code of Conduct, Company policies, contractual obligations or laws will be taken seriously and may result in consequences, up to and including termination and possible legal action.

Code of Conduct Acknowledged by:

_____   _____
Signature   Date

Disclosure of any potential Conflicts of Interest:

Please disclose in writing a full description of any potential conflicts of interest:

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