

BRESLER & REINER, INC.
CODE OF ETHICAL CONDUCT

Issued November 13, 2002

INTRODUCTION

The commitment of Bresler & Reiner, Inc. (“Company”) to conduct its business lawfully and ethically is fundamental to our very existence as a corporation. Company policy requires that Employees observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees must practice honesty and integrity in every aspect of their dealings with other Employees, customers, tenants, vendors, suppliers, stockholders, the business community, the public and governmental authorities. The Company depends on its reputation for integrity and on the trust and confidence of everyone with whom it deals for its business success.

Every Employee is required to abide by and comply fully with the policies and procedures established by this Code of Ethical Conduct. The Code of Ethical Conduct applies to all Employees at all Company departments, subsidiaries and properties and must be followed at all times. Certain situations may arise which are not specifically covered in our Code of Ethical Conduct. If you have any questions concerning the legality or propriety of an action or the meanings of the Code of Ethical Conduct, you should contact your supervisor or the Human Resources Department.

POLICIES

Compliance with the Law

It is the policy of the Company to comply with all laws and government regulations applicable in the nation, state and other governing jurisdiction in which we do business. For any interpretation or clarification of legal or regulatory requirements, you should contact the Human Resources Department.

Contract Negotiation

In negotiating contracts with third parties, be accurate and complete in all representations. We have an affirmative duty to disclose current, accurate and complete data where such data is required under law or regulation.

Timecard/sheet Reporting

Employees who file timecards/sheets must do so in a complete, accurate and timely manner. The Employee’s signature on a timecard/sheet is a representation that the timecard/sheet accurately reflects the actual number of hours worked by the Employee. The supervisor’s signature is a representation that the timecard/sheet has been reviewed and that appropriate steps have been taken to verify the validity of the hours reported. An inaccurate timecard/sheet is considered to be a falsification of a Company document, and will subject the Employee to disciplinary action. In the absence of a signed timesheet, acceptance of a paycheck by an Employee without supervisor and payroll notification of any problem or inaccuracy will constitute verification of hours worked by the Employee.

Making Contributions

Employees may not contribute or donate Company funds, products, services, or other resources for any cause, party, or candidate without the advance, written approval of the Human Resources Department or the CEO of the Company. An Employee may make voluntary personal contributions to any lawful causes, parties or candidates as long as such Employee does not represent that such contributions come from the Company.

Offering or Accepting Gifts, Entertainment and other Business Courtesies

Employees may not seek to gain an improper business advantage for the Company by offering anything of value, including gifts, merchandise, entertainment, drinks, meals, transportation, lodging or other business courtesies. Employees may not accept, directly or indirectly, anything of value where receipt could or might appear to influence your decision with respect to doing business with any person or entity.

Employees may only pay for, provide, or accept reasonable entertainment, drinks and meals for, and give gifts or promotional items of modest value to customers, tenants and suppliers. Such courtesies and gifts must also be lawful, given only occasionally, unsolicited by the recipient, and in accordance with customary and acceptable business practices. Under no circumstance may an Employee accept courtesies or gifts if there is any risk of embarrassment to the Company or if acceptance of such courtesies or gifts would result in a conflict of interest. The prior written approval of your supervisor must be obtained for you to provide or pay for a customer's or supplier's travel (other than providing limited local travel) or lodging expenses.

Employees may never accept any gift of cash or cash equivalents or securities.

Employees are frequently offered sample products from vendors who expect them to use it to become more knowledgeable about the products and sell them more effectively. **These products may never be sold, returned, exchanged or refunded.** Violations of this policy are subject to disciplinary action up to and including termination.

If you receive a gift that you may not accept under the provisions of this Code of Ethical Conduct, you should return it. Employees are asked to consult with their supervisor or the Human Resources Department when questionable circumstances present themselves.

Fiscal Responsibility

All payments and other transactions must be properly authorized by management and be accurately and completely recorded on the Company's books and records in accordance with generally accepted accounting principles, established corporate accounting policies, and all applicable laws. If Employees have any questions regarding the appropriate reporting of a transaction, Employees should consult their supervisor or the Chief Financial Officer.

No undisclosed or unrecorded corporate funds shall be established for any purpose, nor should Company funds be placed in any personal or non-corporate account.

All corporate assets must be properly protected and asset records regularly compared with actual assets, and proper action must be taken to reconcile any variances.

All Employees are required to adhere to all policies relating to expense reporting and reimbursement.

Conflict of Interest/Outside Employment

The objective of this policy is to avoid conflicts that may arise between employment related activities and outside employment or other outside activities. Employees shall make prompt disclosure to their supervisor of any situation that may involve or could lead to a conflict of interest.

Employees may not be engaged in or have any employment, consulting, or other business relationship with or accept any remuneration from a competitor, tenant, customer or supplier without the prior written approval of the Human Resources Department.

Employees are permitted to make investments in competitors, customers, tenants and suppliers provided that an Employee may not own more than 5% of any competitor, tenant, customer or supplier. In order to avoid potential conflicts of interest, Employees are urged to carefully consider the impact of making an investment in competitors, tenants, customers and suppliers of the Company.

The involvement by family members with the Company's competitors, tenants, customers or suppliers may, under certain circumstances, result in a conflict of interest. If an Employee is unclear as to whether a situation involves a present or potential conflict of interest, Employees should consult the Human Resources Department.

Outside employment may also constitute a conflict of interest if it places an Employee in the position of appearing to represent the Company, or involves providing goods, services or rental property substantially similar to those the Company provides or is considering providing. Employees shall not directly or indirectly maintain any outside business of financial interest which conflicts with the interests of the Company or which interferes with the Employee's ability to effectively carry out job duties. All outside employment that raises any question in this regard must be approved in advance by the Employee's immediate supervisor and the Human Resources Department.

Any outside employment or business activity that lessens the efficiency, alertness or productivity normally expected of Employees in their jobs may also be considered a conflict of interest. A full-time Employee who engages in other full-time employment is generally unable to competently perform the duties required by the Company. Therefore, full-time Employees are discouraged from holding more than one full-time job. Full-time Employees are required to notify their supervisor and the Human Resources Department, in writing, before they accept any other employment so that it can be determined whether the Employee can competently perform both jobs.

Outside Directorships

An elected officer of the Company, or any Employee at the first or second reporting level below any such officer, who is invited to serve as a Director (or Manager, in the case of a limited

liability company) of a company not affiliated with the Company shall obtain the prior written approval of the CEO or the Human Resources Department.

To obtain approval, the individual should submit a written request which should include all relevant information.

Proprietary Information

Employees may not disclose to any outside party, except as specifically authorized by management, any of the Company's proprietary information, which includes any non-public business, financial, personnel or technological information, plans or data that have been generated or acquired during an Employee's employment at the Company. Employees may not use any of the Company's proprietary information for their own benefit or for any purpose adverse to the Company's interest. Upon termination of employment, Employees may not copy, take or retain any documents containing the Company's proprietary information. The prohibition against disclosing the Company's proprietary information extends indefinitely beyond the Employee's period of employment. The Employee's agreement to protect the confidentiality of such information is considered an important condition of employment. (See Insider Trading Policy)

Proprietary Information of Others

Employees shall not solicit, receive or use any proprietary or confidential information belonging or relating to any customer, tenant, supplier, competitor, consultant or other person or entity, except as may be lawfully received from the owner or a third party. Information that is published or otherwise in the public domain or is independently developed is not considered to be proprietary.

Confidential Information

Each Employee has an obligation to maintain the confidentiality of information to which he or she is exposed. Employees may not disclose, except as specifically authorized by the CEO of the Company, any confidential information which includes any business, financial, personnel or technological information, or plans or data that may have been generated or acquired while employed. Confidential Information may be shared only with those individuals who have a bona fide *'need to know'* in order to make personnel or business-related plans or decisions related to the Company's business.

Appearance of Impropriety

All Employees should avoid not only actual misconduct, but also the appearance of impropriety. Unimpeachable integrity is the Company's most important asset.

Record Retention

Books, records, documents, notes or other written material belonging to the Company or generated by an Employee during the course of his or her employment by the Company must be appropriately safeguarded and retained. Destruction of any such materials may only be made upon the specific written consent of the CEO or CFO or in strict accordance with any written Records Management Policy which may be issued by the Company with the approval of the CEO.

POLICY REGARDING INSIDER TRADING

Guidelines with respect to Certain Transactions in the Company's Securities

This policy provides guidelines to Employees of the Company and its subsidiaries and affiliates (collectively, "Company") with respect to transactions in the Company's securities. This policy is necessary because the Insider Trading and Securities Fraud Enforcement Act of 1988 (the "Insider Trading Act") makes it illegal (i) to buy or sell securities on the basis of Material, Non-Public Information and (ii) to disclose Material, Non-Public Information to others who in turn buy and sell in the securities markets. The policy applies to all transactions in the Company's securities. It applies to all "Insiders" and to any person who receives Material Non-Public Information from any Insider.

Penalties: Under the Insider Trading Act, the government has the authority to impose severe penalties on companies and their directors, officers and other employees for violations of the insider trading laws. These penalties can include prison terms of up to 10 years and monetary penalties of up to \$1 million or more. Criminal penalties for corporations (and possibly, directors, officers and certain supervisory personnel) can be as high as \$2.5 million for failure to take appropriate steps to prevent illegal insider trading. A violation of this policy can also result in termination of employment.

Definition of terms:

"Material, Non-Public Information" means any information about a company, or its business, not generally known to the public, that a reasonable investor would consider important in deciding whether to buy, sell, or hold its securities. In other words, any information, both positive and negative, that could reasonably be expected to affect the price of security, is material information. Also included is information about other entities obtained as a result of employment with the Company.

Examples:

total company revenue or the revenue of any subsidiary;

projections of future profits or losses;

news of pending or proposed acquisitions or mergers;

news of significant sales of assets, or the disposition of a subsidiary;

significant write-downs of assets or additions to reserves for contingent liabilities;

changes in dividend policy, the declaration of a stock split, or the offering of additional securities;

changes in management;

financial liquidity problems; and

significant litigation or investigations by governmental bodies.

The foregoing list of examples of Material Non-Public Information is for illustrative purposes only. If an Employee is unsure as to whether certain information constitutes Material Non-Public Information, he or she should contact the Company's General Counsel.

"Securities" are defined as including common stock, options to purchase common stock and any other securities the Company may issue from time to time.

"Insiders" include executive officers of the Company, all members of the Company's Board of Directors, all directors of subsidiaries and all Employees of the Company and their immediate family who receive or have access to Material Non-Public Information (as defined above) regarding the Company. Immediate family is defined as any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, daughter-in-law, son-in-law, brother-in-law, or sister-in-law living under the same household.

"The Window Period" is defined as the period beginning on the third business day following the date of public disclosure of the financial results for a particular fiscal quarter or year and continuing until the close of the stock market on the last day of the second month of the next fiscal quarter. The Company's quarterly press release of earnings provides sufficient disclosure to the investing public to permit a Window Period to open on the third business day following the earnings press release. For example, if the Company's second fiscal quarter ends on June 30, the Company's financial results would have to be released to the public by mid August (45 days is the current limit). If financial results for the 2nd quarter were released to the public on August 10th, the Window Period would open on the morning of August 13th (providing these were business days), and continue until August 31st, which would be the last day of the second month of the next fiscal quarter.

It should be noted that even during the Window Period, any person possessing Material Non-Public Information concerning the Company should not engage in any transactions in securities until such information has been disclosed publicly for at least two (2) trading days, whether or not the Company has recommended a suspension of trading to that person. Trading in the Company's securities during the Window Period should not be considered a "safe harbor," and all members of the Board of Directors, and all executive officers and other persons should use good judgment at all times.

The Policy

It is the policy of the Company to prohibit the unauthorized disclosure of any Material, Non-Public Information acquired in the work place and the misuse of Material Non-Public Information in securities trading.

Material, Non-Public Information

Any member of the Board of Directors, Officer, or Employee of the Company who is in possession of Material, Non-Public Information relating to the Company, or any other entity with which the Company conducts business, is prohibited from engaging in any of the following:

purchasing or selling, or trading in options to purchase or sell, securities of the Company;

purchasing or selling, or trading in options to purchase or sell, publicly-traded securities of any entity with which the Company conducts business, if the person has obtained Material, Non-

Public Information regarding such entity as a result of his or her employment with the Company;
and

communicating the Material, Non-Public Information to any person not properly authorized to receive it, or communicating this information in such a way that unauthorized persons may become aware of it.

Confidentiality of Material, Non-Public Information. Employees shall use the utmost caution to maintain confidential all Material, Non-Public Information related to the Company or obtained as a result of employment or other affiliation with the Company. Employees may disclose this information to other Employees and representatives of the Company only if they need to know the information in order to properly perform their duties on behalf of the Company. If anyone becomes aware of a leak of Material, Non-Public Information, whether inadvertent or otherwise, he or she should report it immediately to the Company's Chief Financial Officer, who is charged with responsibility for public disclosures.

Tipping Information to Others. Employees are prohibited from communicating Material, Non-Public Information about the Company to persons not authorized to receive it, including persons that may hear it inadvertently. The penalties apply whether the Employee benefited from the information or not. As a result, Material, Non-Public Information must not be discussed with spouses, friends or relatives and should not be discussed in public places where discussions might be overheard.

Additional Restrictions on the Restricted Group

"The Restricted Group" consists of all persons who are subject to Section 16 of the Securities Exchange Act of 1934, Employees who have managerial or financial responsibilities and each of their administrative assistants. This group is subject to the following additional restrictions:

- trading is permitted during the Window Period subject to the restrictions below;
- no trading outside the Window Period except for reasons of exceptional personal hardship; and
- all trades are subject to prior review and approval by the Company's Chief Financial Officer; and individuals in the Restricted Group are also subject to the general restrictions on all Employees.

Prohibited and Other Transactions

The Company believes it is improper and inappropriate for any member of the Board of Directors, Officer or Employee to engage in short-term or speculative transactions involving securities. Therefore, members of the Board of Directors, Officers and all Employees are strongly discouraged from engaging in any margin purchases or short sales or acquiring or disposing of puts or calls in securities.

This Policy Statement is intended to implement a program to ensure compliance with the federal securities laws. Accordingly, the Company has decided to allow exceptions to the above restrictions on trading on a very limited basis to the extent that such exceptions are permissible under rules and regulations promulgated by the United States Securities and Exchange Commission. Specifically, persons covered by this Policy Statement may buy or sell securities, irrespective of restricted periods, pursuant to a written contract,

instruction or plan that is entered into or adopted prior to the time that such persons would otherwise become aware of, or be in possession of, Material Non-Public Information which written contract, instruction or plan provides for a buy or sell order which is (i) specific as to price, quantity and date, or contains a specific formula for buying and selling the securities, and (ii) does not permit the restricted person to exercise any discretion on the execution of the trades. An Employee that wants to utilize the foregoing exception must notify the Company's Chief Financial Officer prior to entering into any written contract, instruction or plan referred to in this paragraph.

Other Securities Matters

Members of the Board of Directors, Executive Officers and holders of 10 percent or more of the Company's securities may be liable for "short-swing" profits from purchases and sales of the Company's securities under Section 16(b) of the Securities Exchange Act of 1934. Section 16(b) provides that any person who makes both a purchase and sale or a sale and purchase of the Company's securities within a period of six months must pay to the Company the excess of the sale price over the purchase price even if no real profit was made.

If an Employee holds restricted securities, i.e. securities that cannot be resold by that Employee unless registered under the Securities Act of 1933 (the "Securities Act"), sold pursuant to Rule 144 promulgated under the Securities Act or disposed of pursuant to another exemption from the registration requirements of the Securities Act, he or she should consult with the chief Financial Officer prior to effecting purchases or sales of securities.

Company Assistance

Any Employee who has any questions about this Policy Statement of specific securities transactions may obtain additional information from the Chief Financial Officer. Whenever any doubt exists as to whether non-public information constitutes Material, Non-Public Information, do not trade in the securities until approval has been sought and obtained from Chief Financial Officer. If anyone becomes aware of a leak of Material, Non-Public Information, whether inadvertent or otherwise, he or she should report it immediately to the Company's Chief Financial Officer, who is charged with responsibility for public disclosures.

Individual Responsibility

Every Employee has the individual responsibility to comply with this Policy Regarding Insider Trading. Each Employee is required to obey the guidelines, and communicate them to vendors, suppliers, family members and anyone else who may come in contact with inside information. An insider may, from time to time, have to forego a proposed transaction in securities even if he or she planned to execute the transaction before learning of the Material, Non-Public Information and even though the insider believes he or she may suffer an economic loss or forego anticipated profit by foregoing the Transaction.

Government Investigations

The Company and its Employees shall cooperate fully and promptly with all governmental investigations. It is important that in this process the Company be able to protect the legal rights of the Company and its Employees. To accomplish these objectives, Employees shall promptly refer all governmental inquiries or requests for information, documents, or interviews to the Company's CFO or CEO. Any Employee who participates in an interview by

any governmental representative, agent or attorney shall give answers that are truthful, complete and unambiguous.

REPORTING VIOLATIONS AND DISCIPLINE

Strict adherence to this Code of Ethical Conduct by all Employees is vital. Supervisors are responsible for ensuring that Employees adhere to the provisions of the Code of Ethical Conduct. For clarification or guidance on any point in the Code of Ethical Conduct, please consult your supervisor or the Human Resources Department.

Employees are expected to report any suspected violation or potential violation of the Code of Ethical Conduct or other irregularities to your supervisor or the Human Resources Department. Any Supervisor who receives such a report should immediately inform the Human Resources Department. No adverse action or retaliation of any kind will be taken against an Employee because they make such a report. All reports will be treated confidentially to the maximum extent consistent with fair and rigorous enforcement of the Code of Ethical Conduct. In the investigation of such reports, everyone has an obligation to cooperate with each Employee's rights under the law. The Company may find it necessary to take appropriate action against any person shown to be involved in a violation or irregularity. The action may include appropriate disclosure to proper legal authorities.

Violations of the Code of Ethical Conduct may result in discipline ranging from warnings to reprimand to discharge or even the filing of a civil or criminal complaint.