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EXHIBIT "C"



Year 2004

**Code of Ethics and
Business Conduct**

■ Standards ■

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**Revised
February 2004**

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CONFIDENTIAL SUBJECT TO
PROTECTIVE ORDER

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CACI's Code of Ethics and Business Conduct Standards

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CACI Operational Philosophy

1. Our Clients . . . Number One

At CACI the client is . . . Number One! We are a client-service-oriented company. We are in business to provide quality services and products to our clients. Their needs are our opportunities. Our goal is complete client satisfaction. Once we have a client, our goal is to keep that client forever. Our "Ten Commandments of Consulting" are our continuing road map for service.

2. Our Quality . . . Top-Notch

At CACI our motto is "Quality Client Service and Best Value" (QCS/BV). Our "good name," our reputation, is paramount. We strive always to be "top-notch" . . . quality is everything. We are the "best value" company. We perform valuable project services and provide quality products. In everything we do our goal is quality, distinction, and excellence.

3. Our People . . . The Best

At CACI people are the most important asset. Our people bring distinction to all we do; they are the best. Our people are "team players." They are flexible and can adapt quickly as business conditions and technology changes occur. At CACI we offer virtually unlimited equal opportunity for growth, recognition, and reward for all capable people. Our people are fiercely proud of their legacy of the "CACI entrepreneurial spirit" and they refuse to fail.

4. Our Responsibilities...Fully Accountable

At CACI we insist on taking full responsibility for ourselves as individuals. We are fully accountable for what we do. Our published Code of Ethics delineates our uncompromising policies on compliance with the laws and regulations of the jurisdictions where we conduct business. We reward legitimate success and forgive understandable failure (no one is perfect!), but we always learn from our mistakes.

5. Our Productivity . . . The Highest

At CACI high productivity is our constant goal. We are always competitive. We use time and resources efficiently; we waste nothing. We constantly strive to reduce costs in order to price effectively and make good profits. We are information-technology-oriented. We apply modern methods and technology expertly for our clients and for ourselves in "meeting the challenge of change." We develop cost-effective solutions; we are the "problem solvers."

6. Our Value . . . The Bottom Line

Our business purpose is to increase the net worth of our stockholders. On behalf of our stockholders, we constantly seek opportunities to develop our lines of business and sustain high value for our stockholders and our people. We continue to focus on enhancing the value of CACI in everything we do.

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CACI Credo

Although changes may occur in our marketplace, or in our technologies, we believe certain fundamental attitudes set CACI people apart from the rest. At CACI we take pride in our commitment to:

- *Quality service and best value* for our clients,
- *Individual opportunity and respect* for each other,
- *Integrity and excellence* in our work, and
- *Distinction and the competitive edge* in our markets.

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Our Ten Business Values*

**CACI's Ten Business Values reflect the ethics, goals, and standards that the company and its people aspire to operate by – to achieve and sustain.*

1. Placing integrity and honesty above all else.
2. Putting clients first.
3. Creating value for clients and delivering quality.
4. Fostering career opportunities for our people.
5. Maintaining a value-oriented culture, where people enjoy working.
6. Growing our business and making good profits, year after year.
7. Creating and enhancing shareholder value, year after year.
8. Being accountable and taking responsibility for what we do.
9. Treating each other fairly and with mutual respect, including our business partners, vendors, suppliers and the public at large.
10. Maintaining a high-quality reputation for CACI and its people

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U.S. laws, rules and regulations place an emphasis on satisfactory business ethics, integrity and self-governance. At CACI this is nothing new. Our long-standing philosophy has been, and always will be, to sustain the highest possible business ethics in the pursuit and performance of the Company's business.

Fundamental to CACI's commitment to high ethical standards is a corporate policy statement, issued and administered at the executive level, clearly delineating the company's philosophy, responsibilities and authorities for assuring compliance with the policy. Our goal and policy remains one of high ethics, being ever vigilant, doing top-notch work, being responsiveness to clients, and "QCS, BV"... quality client service, best value.

Being *Ever Vigilant* means something to us and to those we serve:

To our customers... it means we are committed to their success.

To our employees... it means we are never complacent.

To our stockholders... it means we deliver performance and accountability.

To our culture... it is who we are.

This booklet contains CACI's Business Standards and the basis of our business ethics for all of our business—government and commercial. It follows all we have said and done in the past in terms of high standards, and it applies to every CACI employee and consultant.

Division Managers are accountable and responsible for ensuring:

- that each current employee (full-time and part-time) and consultant in their organization receives a copy of this policy;

- that employees and consultants read, understand, and comply with our Code of Ethics;
- that each employee and consultant completes the certification attached to the last page; and
- that signed certificates are promptly sent to CACI's Corporate Human Resource Office.
- that all new employees and consultants are informed they are required to read, certify their understanding of and agree to comply with the Code upon their execution of CACI's offer letter (or Consulting Agreement).

As part of the new-hire package, Hiring Managers are responsible for ensuring that the Code of Ethics certification is provided to the Human Resource Office with the other new-hire documents.

New employees will be entered into the payroll system only when all hiring documents are provided.

CACI is a quality-oriented company, with high standards and a Code of Ethics we can all be proud of. Let's keep it this way through continued vigilance and pride in our reputation.



J. P. London
Chairman of the Board,
Chief Executive Officer

February 1, 2004

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■ Application

This Code of Ethics and Business Conduct Standards (the "Code") applies to all officers and employees world wide. It applies equally to direct contracts with the U.S. Government, state or local government agencies, foreign governments, to sub-contracts in which our products and services are being directly or indirectly procured by others, and to our commercial business dealings. It thus applies to all officers, employees and consultants.

■ Responsibility/ Accountability

CACI people are fiercely proud of their work and reputation. As such, we are all responsible for upholding our own reputation and that of CACI. CACI people are responsible for ensuring that their own conduct, as well as the conduct of those who report to them, is honest and ethical under all circumstances and fully complies with our policies and this Code. Because our reputation for high ethical standards and quality work is so important, violations of policy or the Code will be the basis for disciplinary action, including reprimand, loss of compensation or promotional opportunities, demotions or discharge with cause.

It is the personal responsibility of each employee and consultant to read, understand and comply with the Code, and to diligently comply with our other policies and procedures. If you have any questions regarding specific policies, discuss them promptly with your immediate manager or higher-level manager. You will be required to certify to your understanding of this Code on an annual basis.

All employees should be aware that if they are a party to any demonstrably illegal activity, the Company in its discretion may make a record of any involvement and disciplinary action taken available to the appropriate law enforcement officials. This could lead to individual criminal prosecution.

■ CACI Workplace Environment

Our policy is to deliver quality products and services to all our clients, government and commercial, at fair and reasonable prices. This philosophy is embodied in "Quality Customer Service, Best Value" or "QCS, BV."

This has always been, and will continue to be, the hallmark of our Company.

CACI is also committed to identifying the most capable people we can find and providing them with virtually unlimited opportunities to prosper without regard to their race, color, religion, gender, age, national origin, citizenship status, sexual orientation, physical or mental disability, marital, or veteran status, or any other protected status.

Our policy is to provide a work environment free from all forms of discrimination and harassment, including sexual harassment. It is against CACI policy for any employee or consultant, male or female, to sexually harass another employee by (a) making unwelcome sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual nature a condition of employment, or (b) making submission to or rejection of such conduct the basis for employment decisions, or (c) creating an intimidating, hostile, or offensive working environment by such conduct. It is also against CACI policy to engage in behavior that constitutes harassment of any kind, whether such activity would be considered to be sexual harassment or otherwise.

While a number of jurisdictions where CACI conducts business have passed legislation to allow individuals to bear arms or to carry concealed weapons, CACI's policy is that weapons are not allowed in our workplace. Thus, employees, consultants, and visitors are forbidden from bringing a weapon, concealed or otherwise, to the CACI workplace. Workplace includes a CACI office, client office or site, or any other office or site where CACI employees and/or consultants are assigned to work.

■ Management Rights Policy

CACI management retains all rights to operate the business according to its judgment, including but not limited to the right to determine the size and nature of the work force; to determine qualifications and classifications of employees; to be the sole judge of the competency and performance of employees; to determine the means and manner in which the business is to be conducted, including assignment of employees, location of facilities, equipment to be used, products to be produced and services to be provided; to set, interpret and from time to time change employment policies, including wages and salaries paid, benefits provided, and Holidays recognized; to establish, interpret and from time to time change policies and procedures for the company, its business and employees and to direct, supervise, control, and when

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it deems appropriate, discipline the work force. This statement is intended to reserve to company management generally the right to run the business in management's discretion, not to convey to any manager or officer authority that is not otherwise specifically conveyed to such manager or officer.

■ Timekeeping Policy

High ethical standards are demanded of every employee to ensure that CACI's timekeeping procedures are followed to the letter. Each employee has responsibility to accurately record his or her time on a daily basis, within the policy guidelines. Upon being hired, employees are provided with a copy of the procedures. Revisions and updates are provided when determined necessary. Employees must retain a copy of the procedures at their workstation or place of employment. Each employee is expected to read, fully understand, and precisely follow the procedures. Any question or doubt should be discussed with your supervisor or manager, or CACI's Government Compliance Group (703-841-7985). A knowing failure to comply with CACI's Timekeeping Policy will be the basis for disciplinary action up to and including termination of employment.

■ Electronic Communications Policy

Electronic communications, including electronic mail, Lotus Notes, and electronic commerce are an integral component of our work place. Each employee must realize that electronic communications may be saved, redistributed, or reviewed by others, both inside and outside CACI. As a result, you should not have any expectation of privacy for the data, e-mails, and other material stored in your company computer system. The hardware and software on which our company electronic communications take place are assets of the company provided for business use only. Accordingly, CACI reserves the right to access, review, delete, disclose or use employee's electronic communications for any business purpose. Upon being hired, employees are provided with a copy of the Electronic Communications Policy. Each employee is expected to read, fully understand, and precisely follow the Policy, including the rules on content, distribution, receipt and retention of electronic communications. Any question or doubt should be discussed with your supervisor or manager.

■ Interference with an Audit

CACI's officers and employees, and persons acting under their supervision, must refrain from taking any action that misleads, impedes or otherwise disrupts the work of either the Company's Internal Audit Department or its independent outside auditors, Ernst & Young, LLC, including any action to fraudulently induce, coerce, manipulate or mislead any auditor in any respect.

■ Use and Protection of Company Assets

All officers, employees and consultants are responsible for the protection and appropriate, efficient use of CACI assets. All company property is to be used for legitimate business purposes only. Theft, careless or negligent use, or loss of company property may subject the offending person to disciplinary action up to and including termination of employment and, where appropriate, referral to law enforcement authorities.

■ Trade Secrets, Confidential Information

It is essential for all employees and consultants to safeguard the Company's trade secrets and confidential information and to refuse any improper access to trade secrets and confidential information of any other company, including our competitors. Our basic guidelines are: Company proprietary information must not be discussed with others within CACI, except on a strict need-to-know basis; if we wish to disclose CACI trade secrets or confidential information to any people outside CACI, it must be done only in conjunction with disclosure agreements provided by the Legal Division or your contracts manager; always be alert to avoid inadvertent disclosures which may arise in social conversations or in normal business relations; and do not receive any such information from other companies or people except pursuant to written confidentiality agreements.

■ Insider Trading/ Tipping

As employees of a publicly held company, we must be vigilant in safeguarding material, non-public Company information from disclosure both inside and outside the Company. It is a violation of Federal law for anyone with knowledge of such information to make trades in

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CACI stock or to make any unauthorized disclosure of such information (known as "tipping"). Our policy is that CACI employees with knowledge of material information about the company that has not been disclosed to the general public refrain from disclosing such information to anyone else and from engaging in any transaction in CACI stock until the third business day following public disclosure of such information. Always contact the Office of the Corporate General Counsel when in doubt before conducting a transaction in CACI stock.

Those insiders considered as "reporting persons" under the securities laws of the U.S. are also required to comply with the CACI policy regarding notice and reporting of all transactions in CACI stock. It is vitally important that such persons get notice of any such trade to the Company's SEC Reporting Committee in time to allow timely filing of the required reports to the SEC.

■ Conflicts of Interest

A "conflict of interest" occurs when a person's private interest (financial gain, career development, reputation advantage, etc.) interferes in any way – or even appears to interfere – with the legitimate business interests of CACI. A conflict can arise when an officer or employee takes actions or has interests that make it difficult to perform his or her company work objectively and effectively. Conflicts can also arise when an officer or employee, or a member of his or her immediate family, receives personal benefits as a result of his or her position in the Company.

In order to avoid potential conflicts of interest, officers and employees should avoid any activity outside their Company work that is reasonably likely to put them in a conflict situation. For example, it is important to avoid engaging in a personal business in which you provide products or services that may be competitive with the products or services provided by CACI. Similarly, it is important to obtain advance approval from the Chief Executive Officer of CACI International Inc to serve on the board of directors or any advisory board of any commercial business, or of any federal, state or local government agency. Requests for such approval should be submitted to the Corporate General Counsel, or his designee.

CACI cautions employees that acceptance of gifts and gratuities can result in possible conflicts between the employee's duty of loyalty to the Company and the

personal interests of the employee. In order to ensure that such situations are considered thoughtfully, any employee who is offered a gift or gratuity with a value exceeding \$100 must report such offer through his/her up-line chain of command to the Corporate General Counsel, or his designee, and transmit a copy of such report to each of the Operations Executive Officer, the President of U.S. Operations, and the Chief Executive Officer of CACI International Inc.

■ False Information and Employment

If, following employment, CACI learns that an employee intentionally provided false or misleading information, or intentionally omitted pertinent information regarding essential background, employment history, credentials or qualifications for employment, regardless of the time elapsed before discovery – CACI may discipline the employee, change the employment status, reassign the employee, or terminate the employee.

■ Policy Statement on U.S. Government Contracting

1. As a government contractor, we have a special obligation to the U. S. Government, and to the public at large, to ensure that we administer our contracts and deliver our products and services in a manner that fully satisfies both our legal obligations and our own high standards of integrity and quality.
2. We are committed to compliance with the letter and spirit of the laws and regulations governing contracting with the U.S. Government. These impose requirements not traditionally associated with purely commercial business transactions.
 - a. For example, it is a felony to knowingly make a false claim or false statement to the government. Violations of these and other statutes can subject us to damaging publicity, expensive and time-consuming investigations and litigation, reduction of negotiated contract rates, and the revocation of contracts. Both CACI and individual employees may also be subject to civil and criminal sanctions including fines, debarment or suspension, and prison sentences.

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3. Although it is not possible to specify here all contract-related dealings with the Government that present the risk of false statements, false claims, or other violations, particular attention is called to the following:
 - a. CACI is frequently required to submit accounting and other records to the government as a basis for payment on existing contracts and estimates on future contracts. It is our policy to charge all labor and material cost accurately, to the appropriate account, regardless of the status of the budget for that account. Improprieties, such as charging labor or material costs improperly or to the wrong account, charging direct contract effort to an overhead or indirect account, and falsification of time cards or other records will not be tolerated.
 - b. CACI is frequently required to submit cost or pricing data to the Government, and to certify that it is current, accurate, and complete. The definition of data that must be disclosed is very broad and includes facts as well as management decisions, estimates (based on verifiable data), and other information that a reasonable person would expect to affect the negotiations. Our policy is full disclosure of complete and accurate cost and pricing data that is current up to the date of agreement on price.
 - c. CACI submits proposals for reimbursement of indirect costs to the Government. A company official may be required to certify his belief that the proposal does not contain expressly unallowable costs such as for advertising, donations, entertainment, fines and penalties, lobbying, defense of fraud proceedings, and goodwill. It is our policy to request reimbursement only for those indirect costs that are reasonable in amount and clearly allowable, or to which we have a good faith belief that the costs are allowable.
 - d. We are often required to certify compliance with quality control specifications and testing requirements for our products. Our policy is to deliver goods that meet all contract requirements and give the customer the highest degree of confidence in our products. Improprieties, such as the failure to conduct required testing, or manipulation of test procedures or data, will not be tolerated.
4. CACI observes the following special standards of conduct in contracting, directly or indirectly, with the government:
 - a. CACI will not offer, give, or promise to offer or give any money, gratuity or other thing of value to any government official or employee that such official or employee is prohibited from receiving by applicable law, including transportation, meals at business meetings, tickets to sporting or other events, or the like.
 - b. Even if applicable government regulations permit their acceptance, CACI will not offer or give or reimburse expenses for any entertainment or offer any gratuity to any government official or employee who is personally and substantially involved in a procurement or administrative function relating to any contract for the direct or indirect purchase of products or services from the Corporation.
 - c. CACI is prohibited from using federal funds to pay persons such as lobbyists or consultants to influence or to attempt to influence executive or legislative decision-making in connection with the award of any contract. We are also required to furnish a certification that no federal funds have been paid or will be paid in violation of this prohibition. In addition, CACI is required to report to the government any payments to any lobbyist or consultant paid with non-federal funds for such purposes. CACI Policy and Guidelines, Chapter 6, sets forth our policies and procedures on the use of outside professional consultants.
 - d. Government information that is national security classified, procurement sensitive, or proprietary, shall not be solicited or accepted from (or provided to) any source either directly or indirectly, in circumstances where there is reason to believe that the release is not authorized. Nor shall CACI proprietary or "private data" be provided to anyone outside CACI, unless the release of such data has been specifically authorized.
 - e. CACI must be particularly concerned with obtaining sensitive procurement information from federal agencies. During the conduct of any procurement action, CACI will not solicit nor obtain from any officer or employee of the

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- agency, or any other source, any proprietary or source selection information regarding that procurement. This prohibition begins with the development, preparation and issuance of a solicitation and concludes with award of a contract, a contract modification or extension. The restriction on proprietary data includes information contained in a bid or proposal, cost or pricing data, and any information submitted to the Government by a contractor and properly designated as proprietary. Source selection information includes such information as listings of offerors and prices, listings of bidders prior to bid opening, source selection plans, technical evaluations of competing proposals, competitive range determinations, rankings (except for sealed bidding), source selection board reports and evaluations, source selection advisory board recommendations and other information determined by the head of the agency or contracting officer to be information which would jeopardize the integrity or successful completion of the procurement if disclosed.
- f. Special restrictions apply to hiring or retaining a government employee as an employee or consultant of CACI. In addition, there are special constraints regarding any communication concerning possible employment during the conduct of any procurement action and otherwise. CACI will not conduct any discussions regarding, or make any offer or promise of future employment or business opportunity to any procurement official during the conduct of any procurement. CACI's specific hiring policy affecting clients and government employees is contained in the CACI Policy and Guidelines, Chapter 3. There are no exceptions to this policy. Clearance must be obtained before even mentioning proposed employment to current government employees, and then only after they have publicly announced that they are leaving government service. In addition, any plans to employ retired military officers of general or flag rank, or civilian officials having the rank of Deputy Assistant Secretary or above, must be approved by the Chairman of the Board and CEO of CACI International Inc, prior to an offer of CACI employment.
- g. CACI shall not knowingly employ an individual nor contract with a company, by any means, if the individual or company is on the General Services Administration's (GSA) Consolidated List of Debarred, Suspended, and Ineligible Contractors, nor knowingly employ an individual who has been convicted of an offense related to government contracting.
- h. CACI employees will immediately sever all connection with any former employee or consultant of CACI whose conduct violates applicable laws, regulations, or basic tenets of business integrity and honesty, and such other individuals specifically identified by the Company.
- (1) Appropriate notices specifically naming such individuals will be provided to employees or posted on Company bulletin boards.
- i. CACI will not enter into a subcontract or teaming agreement that unreasonably restricts sales by the other company directly to the U.S. Government of items made or supplied by the other company and will not otherwise act to restrict unreasonably the ability of any other company to sell directly to the U.S. Government. Conversely, CACI will not enter into agreements where as a sub-contractor or teaming partner, we are subject to any unreasonable restriction to sell our products or services directly to the U.S. Government.
- j. Consultants shall be required by contract to comply with the laws and regulations relating to government contracting and the government contracting standards of conduct applicable to employees of the corporation. This Policy Statement shall be incorporated in the Policy and Guidelines and the Terms and Conditions for all consultant contracts, and each such contract shall expressly provide for termination in the event the consultant violates either the laws or regulations relating to government contracting or the standards and policies set forth in this Code of Ethics.

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■ Reporting Material Developments, Complying with Controls

As a publicly owned company, CACI is subject to the securities laws and regulations of the U.S. Government and the states of the U.S., including the statutory and regulatory requirements of the Sarbanes - Oxley Act of 2002. Pursuant to such requirements, it is the duty of every employee to fully, fairly, accurately, timely and understandably report financial and non-financial developments that could possibly have a material affect on the operations or financial condition of CACI up-line through his/her chain of command and to the Company's Chief Financial Officer, the Corporate Controller, or the General Counsel (or other member of the Legal Division) as soon as it is discovered. In addition, it is every employee's obligation to comply with our internal control policies and procedures and our disclosure controls and procedures. Employees are expected to report any observations of failure to comply with such controls and procedures to one of the individuals named above, the Company Ombudsman (see below), or report the incident to the CACI Hotline at 1-800-928-3505.

Those employees engaged in preparation and filing of documents with the Securities and Exchange Commission and/or with public news releases or other public communications made by CACI are expected to fully, fairly, accurately, timely and understandably disclose all information that is required in connection with such communications.

■ Implementation

CACI organizations involved directly or indirectly with contracting with the United States Government are required to implement procedures and policies to ensure compliance with this Code and with the laws and regulations governing contracting with the government. Such procedures and policies should expressly designate the activities, group, or individual responsible for implementing each element of the detailed procedures.

■ Obligation of Employees to Report Violations and Assist in Investigations

1. It is the responsibility of an employee or consultant having knowledge of any activity that is or

may be in violation of this Code, any law, rule or regulation applicable to CACI's work, or any Affirmative Action Policy to promptly disclose such activity.

- a. For this purpose, CACI has established **Bill Clancy, Executive Vice President, as the Company Ombudsman**. Bill is the Director of Business Operations, and can be reached at (703) 841-7811 or by e-mail at wclancy@cacicom. Employees and consultants may report directly to him in confidence any impropriety of which they have knowledge whether committed by an employee of CACI, the Government, or a CACI client.
 - b. CACI also has available a "hotline", at 1-800-928-3505, or e-mail gmadison@cacicom, where reports of potentially illegal, unauthorized or inappropriate conduct can be made confidentially at any time.
 - c. CACI's Executive Vice President and General Counsel, **Jeff Elefante**, is available for consultation on any question employees may have concerning their responsibilities within the Code. Jeff may be reached through (703) 841-7800.
 - d. Any supervisor or manager receiving a report of any impropriety will promptly report the matter to higher management, the Ombudsman, General Counsel, or Corporate Internal Audit.
 - e. Every employee and consultant is expected to cooperate fully with any investigation of any alleged violation of this Code of Ethics.
2. It is CACI's policy that there will be no retaliation against any person who reports what they believe in good faith to be a violation of this Code or any law, rule or regulation applicable to CACI's business.
 3. It is the responsibility of an employee or consultant to have a reasonable basis on which to conclude that inappropriate activity may be occurring. This requires that a disclosing employee or consultant have some evidence that has led to a good-faith conclusion that conduct may be inappropriate. If, after investigation, it appears that an employee or consultant made a frivolous or bad faith allegation of improper conduct, such employee or consultant

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may be subject to discipline up to and including termination of employment.

■ Employee Dispute Resolution

The enactment of employment laws in increasing numbers and complexity has increased the occurrence of workplace disputes between employers and employees involving a wide range of legal matters. Our policy is to resolve all employment-related disputes in accordance with a private, two-step dispute resolution process designed to be less costly and more efficient than litigation. All employees are required to submit their employment-related disputes first to the Company Ombudsman, and then, if still not satisfied, to arbitration in accordance with the Rules for the Resolution of Employment Disputes of the American Arbitration Association ("AAA"). The arbitrator's decision will be final and binding upon both the employee and CACI. Employees may obtain a copy of the AAA's rules from the Director of Employee Services.

■ Duty of Loyalty

As a growing company, CACI's greatest assets are the knowledge, ingenuity and productivity of its employees. The Company benefits most from such assets when employees perform their work with the highest degree of loyalty. In recognition of this fact, the law places upon each employee certain fiduciary responsibilities to the Company, including, for example, the duty to place the interest of the Company and its shareholders above the employee's personal interest in any business situation where they might conflict.

In light of the special trust and confidence that CACI places in its employees, the Code requires that employees act with undivided loyalty to the Company and fairness in dealings with the Company, its suppliers, its business partners, and its existing and potential clients. The restrictions placed upon employees by this portion of the Code are not intended to prevent employees from competing lawfully and fairly with the Company following termination of employment, or from engaging in subsequent employment in any field of their choice. Instead, they are solely intended to proscribe certain acts (including those listed below by way of example) that would be inconsistent with employees' legal obligations arising out of their employment relationship with the Company, such as:

1. Permitting the use of their names or resumes by another entity in any bid, any response to a request for proposal,

or any other similar application for a contract or task order that competes against the Company for new work; or is intended to replace, succeed, supersede, reduce or diminish CACI's work under a contract or task order;

2. Taking kickbacks in exchange for entering into contracts;
3. Planning to begin a new, non-CACI enterprise while an employee of the Company and carrying out preparations for such a new enterprise on Company time; and
4. Working on behalf of another entity while an employee and using trade secrets or confidential or proprietary information in an unauthorized manner, or soliciting the Company's customers or employees for another entity.
5. Taking for themselves personally opportunities that are discovered through the use of corporate property, information or position or using corporate property, information or position for personal gain.

Each employee is expected to fulfill his/her fiduciary responsibilities to the Company as required by law. Any failure to comply with the law or these policies constitutes grounds for discipline up to and including termination of employment for cause.

■ Administration and Interpretation

1. CACI's Director Business Operations will administer the Code of Ethics and Business Conduct Standards.
2. Given the complexities of government contracting laws and regulations, and the determination of CACI's Executive Officers and Board of Directors to comply with both the letter and spirit of all such laws and regulations, it is recognized that questions of interpretation will arise.
 - a. All questions relating the charging of material and labor and to the allowability and reasonableness of overhead expenses are to be directed to the CACI Chief Financial Officer (703) 841-7800, for overall policy guidance.
 - b. All other questions relating to CACI's policies are to be directed to Bill Clancy (703) 841-7811, for overall policy guidance.

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- c. CACI reserves the right to use any lawful method of investigation which it deems necessary to determine whether any person has engaged in conduct which in its view interferes with or adversely affects its business.
3. The Internal Audit department will include in its audit schedule appropriate testing for compliance with CACI's policies on the charging of costs and labor, on the allowability of overhead expenses, on the reimbursement of expenses for entertainment and gratuities and on such other areas as may from time to time be recommended by CACI's line and staff managers.
4. Internal audit staff may request Legal Division investigative assistance concerning suspected or alleged violations of these policies, and may periodically review the practices of the operating units for compliance with the defective pricing laws and regulations and the standards of conduct to be followed by CACI when contracting with the U.S. Government.
5. Although questions of interpretation of this Code may arise, the Company does not contemplate that it will grant any waiver of any of the terms of this Code. Should extraordinary circumstances arise in which a waiver may be appropriate, however, such waiver may only be granted by the Board of Directors or the Audit Committee of the Board. Upon granting any such waiver, the waiver shall be promptly disclosed by filing a current report on Form 8K with the Securities and Exchange Commission and by publication on the Company's website for a period of not less than one year.
6. Any change to this Code that affects the actions and/or responsibilities of the Company's Executive Officers (the Chief Executive Officer, President of US Operations, Managing Director of CACI Limited, Chief Financial Officer, General Counsel, or Director of Business Operations) shall be promptly disclosed by filing a current report on Form 8K with the Securities and Exchange Commission and by publication on the Company's website for a period of not less than one year.
7. The laws of the Commonwealth of Virginia shall govern this Code.

Company documents you should be familiar with for ethics compliance:

- CACI's Timekeeping Procedures (copy to be retained in your possession)
- CACI's On-Line Policy and Guidelines
- CACI's Equal Employment Opportunity & Affirmative Action Policy Statement
- CACI's Hot Line Procedures

Your manager can provide you with copies or access to these documents for your review. Additionally, copies are also available by contacting the Corporate Employee Services Office or Employee Relations Office, through (703) 841-7800.