

OTIX GLOBAL, INC.
CODE OF ETHICS FOR
PRINCIPAL EXECUTIVE AND SENIOR FINANCIAL OFFICERS

1. INTRODUCTION

This Code of Ethics for Principal Executive and Senior Financial Officers (the “*Code*”) helps maintain the Company’s standards of business conduct and ensures compliance with legal requirements, specifically Section 406 of the Sarbanes-Oxley Act of 2002 and SEC rules promulgated thereunder. Ethical business conduct is critical to our business. The purpose of the Code is to deter wrongdoing and promote

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- full, fair, accurate, timely and understandable disclosure in SEC reports and other public communications;
- compliance with applicable governmental laws, rules and regulations;
- prompt internal reporting to an appropriate person of violations of the Code; and
- accountability for adherence to the Code.

The matters covered in this Code are of the utmost importance to the Company and are essential to our ability to conduct our business in accordance with our stated values. The Code is applicable to the following persons, referred to as the “Officers”;

- Our principal executive officer;
- Our principal financial officer;
- Our principal accounting officer; and
- Named persons performing similar functions.

The Officers should sign the acknowledgment form at the end of this Code and return the form to Human Resources indicating that they have received, read, understand and agree to comply with the Code. The signed acknowledgment form will be located in the Officers’ personnel files. The Officers may be asked periodically to sign an acknowledgment indicating their continued understanding of the Code.

2. HONEST AND ETHICAL CONDUCT

We expect our Officers to act with the highest standards of honesty and ethical conduct while working on the Company’s premises, at offsite locations where Company business is being conducted, at Company sponsored business and social events, or at any other place where they are representing the Company.

We consider honest conduct to be conduct that is free from fraud or deception and marked with integrity. We consider ethical conduct to be conduct conforming to accepted

professional standards of conduct. Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. By expecting the highest standards of honesty and ethical conduct, we expect our Officers to stay far from the line differentiating honesty from dishonesty and ethical conduct from unethical conduct.

In trying to determine whether any given action is appropriate, use the following test. Imagine that the words you are using or the action you are taking is going to be fully disclosed in the media with all the details, including your photo. If you are uncomfortable with the idea of this information being made public, perhaps you should think again about your words or your course of action. In all cases, if you are unsure about the appropriateness of an event or action, please seek assistance in interpreting the requirements of these practices by contacting our General Counsel.

3. CONFLICTS OF INTEREST

An Officer's duty to the Company demands that he or she avoid and disclose actual and apparent conflicts of interest. A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company. Examples include:

A. Outside Employment. In consideration of employment with the Company, an Officer is expected to devote his or her full attention to the business interests of the Company. Officers are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company. Our policies prohibit Officers from accepting simultaneous employment with a Company supplier, customer, developer or competitor, or from taking part in any activity that enhances or supports a competitor's position. Additionally, Officers must disclose to the Company's Audit Committee any interest that they have that may conflict with the business of the Company.

B. Outside Directorships. It is a conflict of interest to serve as a director of any company that competes with the Company. Although Officers may serve as directors of other companies, our policy requires that officers first obtain approval from the Company's Audit Committee before accepting a directorship. Any compensation an Officer receives should be commensurate to his or her responsibilities. Such approval may be conditioned upon the completion of specified actions.

C. Business Interests. Officers considering investing in a Company customer, supplier, developer or competitor must first take great care to ensure that these investments do not compromise their responsibilities to the Company. Our policy requires that an Officer first obtain approval from the Company's Audit Committee before making such an investment. Many factors should be considered in determining whether a conflict exists, including the size and nature of the investment; the Officer's ability to influence the Company's decisions; his or her access to confidential information of the Company or of the other company; and the nature of the relationship between the Company and the other company.

D. Related Parties. As a general rule, Officers should avoid conducting Company business with a relative or significant other, or with a business in which a relative or significant other is associated in any significant role. Relatives include spouse, sister, brother, daughter, son, mother, father, grandparents, aunts, uncles, nieces, nephews, cousins, step relationships, and in-laws. Significant others include persons living in a spousal (including same sex) or familial fashion with an employee.

If such a related party transaction is unavoidable, an Officer must fully disclose the nature of the related party transaction to the Company's Audit Committee, which must review and approve the transaction in writing in advance. Significant related party transactions, as defined by the Audit Committee, must be reviewed and approved in writing in advance by the Company's Board of Directors. The Company must report all such material related party transactions under applicable accounting rules, Federal securities laws, SEC rules and regulations, and securities market rules. Any dealings with a related party must be conducted in such a way that no preferential treatment is given to this business.

The Company discourages the employment of relatives and significant others in positions or assignments within the same department and prohibits the employment of such individuals in positions that have a financial dependence or influence (e.g., an auditing or control relationship, or a supervisor/subordinate relationship). The purpose of this policy is to prevent the organizational impairment and conflicts that are a likely outcome of the employment of relatives or significant others, especially in a supervisor/subordinate relationship. Willful withholding of information regarding a prohibited relationship/reporting arrangement may be subject to corrective action, up to and including termination. If a prohibited relationship exists or develops between two employees, the employee in the senior position must bring this to the attention of his/her supervisor or to Human Resources. The Company retains the prerogative to separate the individuals at the earliest possible time, either by reassignment or by termination, if necessary.

E. Payments or Gifts from Others. Under no circumstances may an Officer accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value from customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud. Inexpensive gifts, business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this policy. Questions regarding whether a particular payment or gift violates this policy are to be directed to the Audit Committee or to General Counsel.

Gifts given by the Company to suppliers or customers or received from suppliers or customers should always be appropriate to the circumstances and should never be of a kind that could create an appearance of impropriety. The nature and cost of gifts given must always be accurately recorded in the Company's books and records.

F. Other Situations. Because other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts, consult the Audit Committee or General Counsel.

G. Corporate Opportunities. Officers may not exploit for their own personal gain opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board of Directors declines to pursue such opportunity.

4. DISCLOSURE TO THE SEC AND THE PUBLIC

Our policy is to provide full, fair, accurate, timely, and understandable disclosure in reports and documents that we file with, or submit to, the SEC and in our other public communications. Accordingly, our Officers must ensure that they and others in the Company comply with our disclosure controls and procedures and our internal controls for financial reporting.

5. COMPLIANCE WITH GOVERNMENTAL LAWS, RULES & REGULATIONS

The Officers must comply with all applicable governmental laws, rules and regulations. They must acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to recognize potential dangers and to know when to seek advice from the Audit Committee or outside legal counsel. Violations of applicable governmental laws, rules and regulations may subject the Officers to individual criminal or civil liability, as well as to discipline by the Company. Such individual violations may also subject the Company to civil or criminal liability or the loss of business.

6. VIOLATIONS OF THE CODE

Part of an Officer's job and ethical responsibility is to help enforce this Code. Officers should be alert to possible violations and report possible violations to the Audit Committee. Officers must cooperate in any internal or external investigations of possible violations. Reprisal, threats, retribution or retaliation against any person who has in good faith reported a violation or a suspected violation of law or this Code or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited. Actual violations of law or this Code should be promptly reported to the Audit Committee.

The Company will take appropriate action against any Officer whose actions are found to violate this Code. Disciplinary actions may include immediate termination of employment at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.

7. WAIVERS AND AMENDMENTS OF THE CODE

Any amendment or waiver of any provision of this Code must be approved in writing by the Company's Board of Directors and promptly disclosed pursuant to applicable laws and regulations.

**8. ACKNOWLEDGMENT OF RECEIPT OF CODE OF ETHICS FOR
PRINCIPAL EXECUTIVE AND SENIOR FINANCIAL OFFICERS**

I have received and read the Company's Code of Ethics for Principal Executive and Senior Financial Officers. I understand the standards and policies contained in the Code and understand that there may be additional policies or laws specific to my job. I agree to comply with the Code.

If I have questions concerning the meaning or application of the Code, or the legal and regulatory requirements applicable to my job, I know I can consult the Audit Committee or General Counsel.

Sam Westover, Chairman and CEO
Officer Name and Title

Signature

Date

Please sign and return this form to Human Resources.