

CODE OF CONDUCT FOR LBRDC EMPLOYEES

This Code of Conduct (the "Code") was approved/ adopted by the Board of Directors of LB (Land Bank) Realty Development Corporation, Inc. (the "Company") on _____ under Board Resolution No. 08-__ to provide Company employees with a general statement of the basic and minimum standards of conduct that the Company expects of all employees in the performance of their respective duties and responsibilities. It is essential that all the Company's employees take the time to read this Code and to develop a working knowledge of the provisions.

I. PURPOSE

To help employees understand the Company's standards for business ethics as a guide in properly carrying out their responsibilities to the Company.

II. BASIC CORPORATE VALUES

Our Corporate Values are a set of ideals that are our company's philosophy for success. These are the values that best represent our aspiration and conduct as an organization. Our decisions and actions are grounded in these values, and they serve as guidepost for our relationships with each other and with our clients, business partners, and stakeholders.

1. Integrity

Our commitment to integrity is a cornerstone of our past, present and future success. As an organization, we seek to be transparent, honest, and fair in our dealings and to be a model of good governance, setting high ethical standards for ourselves in all our dealings. We keep our word, deliver on our promises, and hold ourselves accountable. We shall strive to ensure that LBRDC is a company worthy of trust.

2. Excellence

From our people, to our services and in our relationships with business partners, clients, and stakeholders, excellence shall be our signature. We value continuous learning, hence, we always look for ways to improve our work, never resting on past achievements. We aspire at all times to give our best in whatever we do and to attain the highest professional performance in carrying out our duties and responsibilities, not satisfied with merely average work.

3. Courtesy

We seek to create an atmosphere of mutual respect for all employees, clients, and stakeholders. We treat others with respect and dignity, honoring diversity, individuality, and personal and professional differences.

III. SCOPE OF THE CODE

This Code applies to all employees of the LB (Land Bank) Realty Development Corporation, regardless of rank, whether permanent, temporary, co-terminus or directly-hired contractuels.

This Code shall be read in conjunction with existing Company policies and procedures as stated in the Company's Personnel Policies Manual and issued memoranda.

Section 1: Performance of Duties

All LBRDC employees shall at all times perform their official duties properly and diligently. They shall commit themselves exclusively to the business and responsibilities of their office during working hours unless, otherwise, properly allowed under the existing laws, rules, and regulations.

1. LBRDC employees shall carry out their responsibilities in a courteous and respectful manner without regard to race, religion, national or ethnic origin, gender, or political affiliation. They shall always behave in a professional manner, with dedication, integrity, and loyalty. They shall render prompt, efficient, total, and quality service to clients.
2. LBRDC employees shall use company resources, property, and funds under their official custody in a judicious manner and solely in accordance with existing laws and regulatory guidelines or company procedures. They shall use the Company's facilities in the most efficient and economical way and only for legitimate business operations. They shall not alter, falsify, destroy or mutilate any record or document of the Company.

Section 2: Compliance with Laws, Rules and Regulations

It is the policy of the Company to comply with all laws and regulations that are applicable to the Company's business and other activities. All employees must obey the law when acting within the scope of their duties or on the Company's behalf.

All pertinent laws, rules, and regulations of the Securities and Exchange Commission, Bureau of Internal Revenue, Department of Labor and Employment, and other government regulatory agencies and the internal issuances of the Company governing or regulating the conduct of business are deemed included in this Code.

Section 3: Protection of Company Assets

LBRDC employees are personally responsible for protecting the assets of the Company from misuse or misappropriation. The assets of the Company include tangible assets, such as materials, tools, equipment, vehicles, computers, and other facilities, as well as intangible assets, such as intellectual property, trade secrets and business information. The Company's assets may only be used for business purposes and such other purposes that are approved by Management or the Board of Directors. Without express prior written authorization, employees must not remove, dispose of or destroy anything of value belonging to the Company, including both physical items and electronic information.

To ensure the protection of the Company's assets, all employees should:

- a. Exercise reasonable care to prevent theft, damage, or misuse of Company property;
- b. Promptly report the actual or suspected theft, damage, or misuse of Company property to a supervisor; and
- c. Safeguard all electronic programs, data, communications, and written materials from inadvertent access by others.

Section 4: Confidentiality of Information

LBRDC employees shall maintain the confidentiality of all information acquired by them or entrusted to them by the Company, its suppliers, customers or business partners. No employee shall disclose any information, which is confidential or proprietary in nature to outside parties, either during or after service with the Company, except with written authorization of the Company or as may be otherwise required by law.

Confidential information includes, without limitation, all non-public information that might be of use to competitors, or harmful to the Company or its suppliers, customers, or other business partners, if disclosed. Such information may include information about the Company's financial condition, prospects or plans, its business or marketing plans, results and projections, as well as research and development information. Confidential information also includes information concerning possible transactions with other companies or information about the Company's customers, purchase orders, sales information and prospects,

suppliers or joint venture partners, which the Company is under obligation to maintain as confidential.

Employees shall not use confidential information for their own personal benefit or the benefit of persons or entities outside the Company including, without limitation, all media outlets. Any employee who fails to abide by these guidelines shall be subject to disciplinary and other appropriate legal action including, without limitation, immediate dismissal.

Section 5: Conflict of Interest

The Company expects its employees to make business decisions taking the best interests of the Company and to exercise good judgment and the highest ethical standards in the performance of their duties, as well as in any private activities outside the Company that can affect the Company.

LBRDC employees should not be involved in any activity which creates or gives the appearance of a conflict of interest between their own personal interests and the interests of the Company or its shareholders.

While it is not possible to describe, or even anticipate, all the circumstances and situations that might involve a conflict of interest, conflicts may arise where:

- The employee's objective ability or independence of judgment in performing official duties is impaired or may reasonably appear to be impaired;
- The employee's private interest interferes in any way with the interest of the Company as a whole;
- The employee, the employee's immediate family, or the employee's business or other financial interests would derive undue financial gain because of the employee's official act.

The term "immediate family" shall include the following whether related by blood, marriage or adoption: spouse, children, brother/sister, parent, grandparent, grandchildren, father-in-law/mother-in-law, brother-in-law/sister-in-law, son-in-law/daughter-in-law, stepfather/stepmother; stepson/stepdaughter, stepbrother/sister, half-brother/half-sister, and all other relatives within the third degree of relationship by consanguinity or affinity;

- The employee is a member of a board, an officer or substantial stockholder of a private corporation or owner or has a substantial interest in a business, and the interest of such corporation or business, or his right or duties therein, may be opposed to or be in direct competition with the interest of the company; and

- The employee solicits or accepts any loan, services, gift, meals, entertainment, travel or other personal benefits from any competitor, supplier, customer, or business partner of the Company.

Section 6: Good Faith and Fair Dealing

The Company is committed to conducting its business with integrity and in an honest and fair manner, and to sustaining a work environment that fosters individual integrity and mutual respect. Employees should deal honestly and fairly with the Company's customers, suppliers, competitors, business partners, and other third parties. To this end, no employee shall:

1. Make false or misleading statements about the Company or its competitors to customers, suppliers, business partners, or other third parties;
2. Solicit or accept from any person or entity doing business with the Company cash in any amount or gifts, meals, entertainment or other personal benefits that could influence his decision to favor that person or entity, or go beyond common courtesies usually associated with accepted business practice;
3. Obtain information about the Company's customers, suppliers, business partners, competitors or other third parties through theft, illegal entry, blackmail, or electronic eavesdropping, or through misrepresentation of his identity.
4. Take unfair advantage of the Company's customers, suppliers, business partners, competitors or other third parties, through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. Information about the Company's competitors must be used in an ethical manner and in compliance with the law.

Section 7: Accurate and Timely Reports and Other Public Communications

Government securities laws and Company policy require the prompt disclosure of accurate and complete information regarding the Company's business, financial condition, and results of operations. Honest and accurate recording and reporting of information is critical to our ability to make responsible business decisions.

To this end, the Company's management and accounting employees have the responsibility to ensure that all of the Company's financial disclosures are full, fair, accurate, timely, and understandable. Said employees must:

1. Maintain a system of internal accounting controls that will ensure that all transactions are properly recorded and that material information about the Company is made known to the management;
2. Maintain books and records that fully, accurately, fairly, and timely reflect the Company's transactions;
3. Prevent the creation of any undisclosed or unrecorded funds or assets; and
4. Comply with generally accepted accounting principles and standards, laws, and regulations for accounting and financial reporting of all corporate transactions.

Any effort to mislead or coerce the Company's Internal Auditor or the independent auditors concerning issues related to audit, accounting or financial disclosure has serious consequences for the Company and is strictly prohibited.

Section 8: Sexual Harassment or Misconduct

LBRDC employees shall strictly comply with the existing laws, rules, and regulations on sexual harassment as defined below and refrain from other inappropriate or improper acts against fellow employees regardless of rank and consistently exercise prudence, respect, and care in their interaction with one another and the general public.

Per Section 3 of the Anti-Sexual Harassment Act of 1995, sexual harassment in a work-related or employment environment is committed when:

1. The sexual favor is made as a condition in the hiring or in the employment, re-employment or continued employment of said individual, or in granting said individual favorable compensation, terms of conditions, promotions, or privileges; or the refusal to grant the sexual favor results in limiting, segregating or classifying the employee which in any way would discriminate, deprive or diminish employment opportunities or otherwise adversely affect said employee;
2. The above acts would impair the employee's rights or privileges under existing labor laws; or
3. The above acts would result in an intimidating, hostile, or offensive environment for the employee.

Section 9: Employee Discipline and Accountability

Employees should recognize that their business actions affect the reputation and integrity of the Company. Therefore, it is essential that all employees read this Code and to develop a working knowledge of the provisions and standards it sets forth, and shall be required, from time to time, to affirm their adherence to these standards by signing the Compliance Certificate.

LBRDC employees are also responsible for promptly reporting to the Company any circumstances that such employees believe in good faith may constitute a violation of this Code. All efforts will be made to protect the confidentiality of any individual who reports violations and/or concerns regarding this Code and no retribution against such individual who reports violations of this Code in good faith will be permitted.

The Company shall impose strict implementation of policies to ensure employee discipline. Any violation of this Code shall be acted upon in accordance with the pertinent provisions of the Company's policies on Administrative Disciplinary Cases.

III. ADMINISTRATION

The Board of Directors has the responsibility for setting the Company's standards of business and ethical conduct, and implementing the Code, and for reviewing them from time to time as the Board deems appropriate in the light of ongoing changes in the Company's legal and regulatory environment, evolving business practices in the industry, and applicable business and ethical standards.

IV. EFFECTIVITY

This Code shall take effect upon approval by the LBRDC Board of Directors.

V. DISTRIBUTION OF THE CODE

The Code shall be distributed to all LBRDC employees.

Each employee shall sign and submit a compliance certificate to the Administrative Group upon employment. Incumbent employees shall submit the compliance certificate within thirty (30) calendar days from receipt of the Code.

CODE OF CONDUCT COMPLIANCE CERTIFICATE
(Proforma)

I received, read, and understood the Code of Conduct for LB (Land Bank) Realty Development Corporation Employees.

I agree to abide by its terms and will immediately report any violation of the Code.

I understand that violation of the Code's provisions may be subject to sanctions under the law and the rules and regulations of the Company.

Signature

Name (Print)

Date

Note: A compliance certificate following the foregoing format shall be submitted by the employee to the Administrative Group upon employment. Incumbent employees shall submit the compliance certificate within thirty (30) calendar days from receipt of the Code.