

WinProbe Corporation

AND
PROCEDURES MANUAL

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SECTION 1: EMPLOYMENT

POLICY NUMBER 101: INTRODUCTION

It is the goal of WinProbe Corporation to provide a satisfying working environment for its employees. In order to accomplish this goal, the Company has established certain policies and procedures. This employee handbook is to familiarize you with the policies and procedures established. Our policies, practices and benefits are periodically reviewed and may be updated from time to time. If you have any questions, please do not hesitate to ask them of either your supervisor or any member of management.

POLICY NUMBER 102: EQUAL EMPLOYMENT OPPORTUNITY

EEO refers to several federal laws, regulations, and policies prohibiting discrimination in employment practices. WinProbe Corporation complies with these laws by assuring each applicant and employee equal opportunities without regard to that persons race, color, gender, religion, age, creed, national origin, marital status, disability or political opinions/affiliations. Except as provided by law, WinProbe also assures equal opportunity in recruitment, appointment, training, promotion, demotion, compensation, retention, discipline, separation or other employment practices to any person who is an applicant or employee, including disabled persons. Employees and applicants are evaluated solely on the basis of ability.

WinProbe Corporation does business with suppliers and contractors that operate in a manner consistent with the goals of equal employment opportunity and supports public policies believed to be effective in achieving these goals.

Employees who feel they have been discriminated against should contact WinProbe's CFO at: 561-543-9543. You may also contact the Florida Commission on Human Relations for more detailed information at (850) 488-7082, or visit their website at http://fchr.state.fl.us/

POLICY NUMBER 103: SEXUAL HARASSMENT

Every employee will be afforded the opportunity to work in an environment free from unwelcomed sexual advances, demands or sexual favors, and other verbal or physical conduct of a sexual nature. The public policy of WinProbe Corporation is Zero tolerance of any form of sexual harassment. WinProbe does not condone nor does it tolerate sexually offensive or harassing behavior of its employees.

Any employee who has been a victim of such harassment should immediately contact his or her supervisor, department head and Chief Financial Officer (CFO). In the event the CFO is unavailable the incident shall be reported directly to the President.

The offending individual's department manager and the CFO shall promptly investigate the complaint. Employees who are found to have who are found to have sexually harassed or knowingly filed a false complaint of sexual harassment against another employee will be subject to disciplinary action, up to and including dismissal. (Section 110.1221, Florida Statutes)

After consultation with the President and the Company's legal counsel, the offending individual's department manager shall take appropriate disciplinary action if such complaint is substantiated.

POLICY NUMBER 104: CLASSIFICATION OF EMPLOYEES

An employee of WinProbe Corporation is defined as:

A person who provides services to the Company for which he/she receives regular stated compensation where the Company exercises direction and control over the manner in which those services are performed.

TYPES OF EMPLOYEES:

1) **Regular Full Time:** A regular full time employee is an employee who works a minimum of 40 hours or more per week for the Company. Regular full time employees consist of:

Hourly employees - An hourly employee is an employee who is paid an hourly wage and is entitled to overtime payment in accordance with state and federal laws.

Salaried exempt employee - A salaried exempt employee is an employee who is paid a salary and is not entitled to overtime pay.

A regular full time employee is entitled to Company benefits including paid vacations, holidays and group medical insurance in accordance with the company benefit program.

2) **Regular Part Time:** A regular part-time employee is an employee who works not less than 30 established hours per week for the Company.

Regular part-time employees are entitled to vacation and sick time pay on a prorated basis as well as holiday pay, if the holiday falls on a regularly scheduled workday. Holiday pay will be based on the number of hours normally worked. Regular part-time employees are eligible for group insurance benefits but will be required to pay the entire amount of the insurance premium.

POLICY NUMBER 105: SEPARATION OF EMPLOYMENT

It is the policy of WinProbe Corporation to establish and maintain procedures to insure that all terminated employees are treated fairly and consistently.

Employees must give at least two weeks written notice of a voluntary resignation. Failure to supply written notice of two weeks may result in a loss of payment for unused vacation.

No employee will be discharged without the approval of management.

The final paycheck of a terminated employee will not be released unless the receipt of all company property has been received.

An employee separation form must be filled out for the terminated employee and placed in his/her file. All employees leaving the Company due to voluntary resignation or layoff will have an exit interview with a member of management.

Separated employees will receive their final paycheck on the regular payday following the date of termination.

Employment Termination Template

The employee must assist in com	pleting and comply with the following checklist:
Employee Name:	Date of Termination:/
Exit Interview: "In writing" either r	resignation or termination letter:
Last paycheck/vacation pay:	Check on expense advances outstanding:
Keys/Parking card: 0	Computer passwords:
Notice regarding exercise of stock	coptions:
Notice regarding non-compete ag	reement:

SECTION 2: BENEFITS

POLICY NUMBER 201: HOLIDAYS

It is the policy of WinProbe Corporation to grant certain days off with pay each year. The following seven (7) holidays are recognized by the Company:

New Year's Day Memorial Day Independence Day Labor Day Thanksgiving Day
Day after Thanksgiving
Christmas Day

This policy applies to all employees.

In the event that a paid holiday falls on Saturday or Sunday, either the preceding Friday or the succeeding Monday will be designated as a paid holiday. Hourly employees who are required to work on a holiday will be paid their overtime rate for the time worked (provided the employee has satisfied the number of regular hours for the period) and for the holiday.

POLICY NUMBER 202: RELIGIOUS HOLIDAYS

It is the policy of WinProbe Corporation to make every effort to accommodate an employee's observance of a religious holiday. If a religious holiday falls on a regular workday, the employee should tell their supervisor as far in advance as possible. Every effort will be made to grant a vacation day. If the supervisor can arrange for the employee to have the day off and earned vacation time is not available, the day may be taken without pay.

POLICY NUMBER 203: VACATION

WinProbe Corporation provides paid vacation time to allow its employees time off from work. WinProbe Corporation encourages employees to take their vacation. It is felt that vacation time is important to family considerations and the overall vitality and enthusiasm of the employee. SCOPE: This policy applies to all regular full-time and part-time employees.

PROCEDURE AND GUIDELINES

- 1. Definitions
- a) Vacation credits Credits for vacation are earned at the following rates:

Two weeks (10 days) at the completion of one year *

Three weeks (15 days) at the completion of five years

Four weeks (20 days) at the completion of 15 years

Supervisors may approve an advance of vacation prior to completion of one year of service with the Company during the first year.

B) Vacation Pay - An employee will receive vacation pay on the regular payday for the

Pay period in which the vacation occurs

The rate of vacation pay is equal to the employee's straight time pay.

Financial compensation is not provided in lieu of vacation.

If a holiday occurs when an employee is on vacation, the employee will be paid for the holiday and the holiday will not count as a vacation day.

All vacation time must be approved in advance by the supervisor who will set the vacation schedule for the department.

POLICY NUMBER 204: VACATION REQUEST

The employee must complete a Request for Vacation form and have it signed by his/her supervisor. The form should be sent to the accounting department.

An employee who resigns having given at least two (2) weeks' notice or an employee who is terminated will be paid for any accrued vacation time.

Vacation may be taken in increment of whole or half days.

Only one year's worth of vacation days may be carried over to the next succeeding year.

If vacation has been advanced to an employee who leaves the company, the unearned portion of the vacation advanced will be deducted from the employee's final paycheck.

POLICY NUMBER 204: PAID SICK LEAVE

It is the policy of WinProbe Corporation to allow employees who are ill to be compensated, under certain circumstances, for lost time. These days are to be used only for sickness or sickness of a dependent when the dependent requires care at home.

SCOPE: This policy applies to all regular full-time employees.

PROCEDURE AND GUIDELINES

Employees accrue Sick leave at a rate of 3.33 hours per month of service, five days per year. At the end of the year, any unused sick days may be carried over to the next year. If an employee resigns, is terminated, or is laid off, unused sick leave will not be paid.

POLICY NUMBER 205: LEAVE OF ABSENCE

WinProbe Corporation may grant an unpaid leave of absence, up to a maximum of 30 days, to employees in certain circumstances. An extension beyond 30 days may be considered in the event of serious or extenuating circumstances.

A written request for a leave of absence, providing full explanation of the circumstances, must be presented to the employee's immediate supervisor at least two weeks before the start date of the leave of absence. Depending on the circumstances, a leave may be approved to begin immediately in an emergency situation. The company reserves the right not to grant leaves of absence.

Failure to report to work on the first day after the expiration of the leave of absence, without approval, will be considered a voluntary termination of employment.

POLICY NUMBER 206: MILITARY LEAVE OF ABSENCE

WinProbe Corporation recognizes that employees must fulfill their military obligation. The Company grants full-time employees leave of absence from work for the purpose of fulfilling these obligations. SCOPE: This policy applies to all regular full-time employees.

PROCEDURES AND GUIDELINES

1) Military Reserve Training

A full-time employee will be compensated for military leave equal to the difference between the military leave pay and the employee's regular pay up to eight hours a day and forty hours per week for a maximum often days.

Employees must inform their supervisor and the Company's President as far in advance of the training period as possible of any scheduled reserve training and submits an application for Leave of Absence together with a copy of their orders.

2) Military Leave

Full-time employees who leave employment to enter the Armed Forces voluntarily or involuntarily will be granted a Military Leave of Absence (unpaid). No guarantee can be made to reinstate employees to their former position; however, the Company will make every effort to reinstate employees on an equitable basis.

POLICY NUMBER 207: JURY DUTY

It is the policy of WinProbe Corporation, Inc. to provide a leave of absence with pay to all employees required to serve as a juror in a Court of Law.

SCOPE: This policy applies to all regular full-time employees.

PROCEDURES AND GUIDELINES

The employee must notify the Company prior to the beginning of such a leave of absence.

Proper notification should include a copy of the jury notice or subpoena.

Compensation for jury duty is equal to the difference between the jury duty pay and the employee's regular pay up to eight (8) hours a day/forty (40) hours per week.

Payment for parking, mileage, lunch and other expenses incurred by an employee serving on jury duty shall not be considered part of jury duty service pay.

While on jury duty, an employee must return to work during those working hours when not required to be in court or under the court's jurisdiction or control.

The employee shall provide proof of the number of days of jury service and the compensation received for such service.

POLICY NUMBER 208: FUNERAL LEAVE

It is the policy of WinProbe Corporation, Inc. to provide paid leaves of absence to employees in the event of a death in the immediate family. Immediate family is defined as mother, mother-in-law, father, father-in-law, brother, brother-in-law, sister, sister-in-law, spouse, child, daughter-in-law, son-in-law or grandparents. The purpose of the leave is for attendance of the funeral and to provide time to help deal with grieving.

SCOPE: This policy applies to all regular full-time employees.

PROCEDURES AND GUIDELINES

The Company will provide up to three (3) days of leave with pay to an employee for time lost due to a death in the immediate family.

The employee's supervisor and the President must be notified by the employee at or prior to the beginning of such leave of absence.

Payment shall be based on the employee's regular straight time hourly rate of pay or base salary to a maximum of eight (8) hours per day.

POLICY NUMBER 209: GROUP MEDICAL INSURANCE

It is the policy of WinProbe Corporation, Inc. to subsidize its employee's personal medical plan for \$150 per month for the protection of themselves and their families.

SCOPE: This policy applies to all regular full-time employees that have been with the company for 90 days.

PROCEDURES AND GUIDELINES

Employees shall be eligible for benefits on the 91st day of employment with the Company.

POLICY NUMBER 210: COBRA

At this time WinProbe Corporation does not offer COBRA plans.

POLICY NUMBER 211: TUITION REIMBURSEMENT

It is the policy of WinProbe Corporation to encourage and assist employees in the furtherance of their long-term career objectives through participation in job-related formal academic and technical training. In order to implement this policy, employees taking certain company approved training courses will be eligible for financial assistance as an incentive to course completion.

SCOPE: This policy applies to regular full-time employees with more than six (6) months of continuous service.

PROCEDURES AND GUIDELINES

The President must approve all courses. The request for tuition reimbursement must be submitted in memo form to your immediate supervisor and then to the President for final approval. Course must enhance job performance.

After completion of the course, the employee must present the necessary receipts and reports of grades to the President for payment approval.

The employee will be reimbursed for the amount initially approved only upon presentation of proof of satisfactory completion of the course. A grade of A, B or C will result in 100% reimbursement and a grade of D or F will result in no reimbursement.

Tuition, fees and lab fees will be reimbursed, if estimated costs have been approved in advance. The cost of books is not reimbursable.

SECTION 3: COMPENSATION & HOURS OF WORK

POLICY NUMBER 301: HOURS OF WORK & OVERTIME

This policy applies to regular full-time employees.

PROCEDURES AND GUIDELINES

1) Hourly Employees

Work Week - A regular workweek will consist of forty (40) hours. The company workweek begins on Saturday and ends the following Friday.

Work Day - A normal day shall consist of eight (8) hours. For production and shop employees, the workday begins at 7:30 am and ends at 4:00 pm. Employees may stop work five minutes before the end of the day to clean up. Administrative employees begin work at 8:30 am and work until 5:30 pm. Management may designate some variation from that schedule in specific situations.

Lunch/Rest Periods

All shop and production employees shall have a lunch period of one-half (1/2) hour.

No less than one half hour may be taken.

All office and administration employees shall have a lunch period of one (1) hour.

Production employees shall have two ten minute breaks during the day, one at 10:00 am and one at 3:00 pm. Management reserves the right to alter the break schedule when necessary.

2) Overtime

Employees may be required to work overtime on some occasions due to business demands. An employee will be paid one and one half (1-1/2) times his/her regular hourly pay for all hours worked in excess of forty (40) hours in one week.

Paid vacation days and paid leave days do not count toward the forty hours worked for the computation of overtime.

If an hourly employee is required to work on a holiday, the employee will be paid double time and a half for the day - provided the employee has satisfied the number of regular hours for the period. The employee may opt for a compensating day of with pay within three months of the holiday with the approval of their supervisor. The employee's supervisor must authorize all overtime in advance. Part-time employees will have a schedule, which is agreed upon by their supervisor and falls within the regular hours of operation for the company.

POLICY NUMBER 302: ATTENDANCE

In order for WinProbe Corporation to operate effectively, all employees must be present. From time to time it is necessary and understandable for an employee to be tardy or absent from work due to illness or serious personal problems.

SCOPE: This policy applies all employees.

PROCEDURES AND GUIDELINES

It is the responsibility of each employee to notify his/her supervisor no later than one half (1/2) hour after the beginning of his/her scheduled workday if he/she is going to be absent or late. Repeated absenteeism and/or tardiness may lead to disciplinary action. Employees must speak with their supervisor directly. If their supervisor is unavailable at the time, the employee may speak with the President. Speaking with a co-worker will not be considered as notification to the company. Absence without notification is an action subject to disciplinary procedures.

An employee who is absent for three (3) days or more must submit a doctor's note upon his/her return to work. The company reserves the right to request a doctor's note for absences less than three (3) days.

At what time employee does not come to work or call in to their supervisor for three consecutive days a voluntary resignation will be recorded.

POLICY NUMBER 303: TIME RECORDING

It is the responsibility of every employee of WinProbe Corporation to record honestly and fairly his/her hours worked.

SCOPE: This policy applies all hourly employees and salaried employees working on research grants.

PROCEDURES AND GUIDELINES

Hourly employees must record their time in/out on appropriate time cards. Employees must record the time at the beginning of their work shift, going/returning from lunch and at the end of the work shift.

Time cards must be submitted to the accounting department by the supervisor not later than 9:00 am each Monday morning.

Falsification of time records is a serious offense, which is subject to disciplinary action, including termination.

All hourly employees leaving the facility during working hours must have their supervisor's authorization. The time away from work is to be recorded on the employee's time card. All employees must sign their time card indicating that it is a true record of their hours worked.

Supervisors should review and sign employee time records and indicates the reason for any variance from the normal work schedule. Sick days, vacation days, death in the family, etc. should be noted indicating whether the time off was with or without pay.

Employees may make up time with their supervisor's approval during the same workweek. The time card should indicate if make-up time was used, which altered the regular work schedule.

POLICY NUMBER 304: PAY DAY

The purpose of this policy is to define the pay periods and to set forth certain company practices with respect to the payment of employees.

SCOPE: This policy applies all employees.

PROCEDURES AND GUIDELINES

A pay period consists of two (2) weeks or four (4) weeks if negotiated.

An employee's pay is based on an hourly rate of pay (hourly employee) or a weekly rate (salaried employees).

Payday is every other Friday. Employees are paid for all work performed in the pay period.

Employees must give written permission for another employee to pick up their paychecks.

POLICY NUMBER 305: EMPLOYEE PERFORMANCE APPRAISALS

It is the policy of WinProbe Corporation to provide a fair method for appraisal of an employee's performance on the job and to ensure that each employee receives periodic performance feedback, recognition, and corrective instructions to promote effective job performance and is rewarded in accordance with the value and quality of their job performance.

Employees will be reviewed on an annual basis at their anniversary date. During the month prior to an employee's anniversary date, the supervisor will be responsible for initiating the paperwork (see attached) and conducting the review. It is also the responsibility of the supervisor to forward the completed review to the President.

Recommendations for salary increases will be based on the employee's job performance and attendance. From time to time a "special review" may be warranted to recognize an outstanding employee or to address and correct performance problems.

Performance Evaluation Template

Employ Position On a so	ree Name: n: cale of 1 to 10 being Outstandin	[h ng - Exceptional Perf	Date:/ Hire Date: formance and 1	/ // being Poor -Below E	xpectations
PROFE	SSIONAL PERFORMANCE			0 - 16 A 1	B.4
1. 2. 3. 4. 5. 6. 7. 8. 9. 10.	Grasp of Instruction Commen Understanding our Products of Understanding our Customers Judgment & Ability to Recogn Administrative / Organization Quality of Work Productivity / Results Ability to meet Deadlines Ability to Plan, Organize, Schoverbal Communication Skills Written Communication Skills	Comments: s Comments: ize/Solve Problems / Working within "Sys		Self-Appraisal	Manager's
Person	al Development and Leaders	ship Skills		Calf Appraisal	Name and "a
 Attitude towards Firm / Associates / Customers Dependability / Credibility Training / Utilization / Motivation of Assistants Assumption of Responsibility Professional Demeanor / Appearance Acceptance of Suggestions / Input for Improvement 			nt	Self-Appraisal	Manager's
Overal	l Appraisal Rating:				
Strengt In what on futur List goa Addition Employ Employ	h and Weaknesses ways do you believe that your re assignments? als and objectives for the last a nal Comments ree Signature: ree Signature:	ppraisal period: Date <u>:(Upon Comple</u>	etion of Self-App		-

Employee Performance Appraisal General Guidelines

Description	Rating	Explanation
	10	Consistently exceeds job requirements
Excellent	9	Consistently meets, sometimes exceeds job requirements
	8	Consistently meets job requirements
Very Good	7	Meets job requirements, no guidance needed
	6	Meets job requirements, occasional guidance needed
Good	5	Meets job requirements, moderate guidance needed
	4	Meets job requirements, significant guidance needed
Fair	3	Some deficiencies, improvement needed
	2	Major deficiencies, significant improvement needed
Unsatisfactory	1	Does not meet job requirements

SECTION 4: SAFETY AND SECURITY

POLICY NUMBER 401: SAFETY

It is the policy of WinProbe Corporation to provide safe working conditions for its employees. WinProbe Corporation also expects its employees to conduct themselves in a safe manner. Please use good judgment and common sense in matters of safety, and observe any safety rules posted in various areas, and follow all OSHA and state safety regulations.

POLICY NUMBER 402: ACCIDENTS AND INJURIES

Employees injured at work will be given the necessary first aid or medical attention at the earliest possible moment and furnished transportation to a doctor or hospital if required. It is the responsibility of an injured employee to immediately report to his supervisor any injury incurred on the job.

PROCEDURES AND GUIDELINES

All injuries incurred on the job must notify their supervisor immediately.

The President is to be notified by the supervisor of any injury to an employee.

If necessary, the supervisor will inform the hospital and make arrangements for the injured employee to be transported.

A private physician should not be consulted prior to seeing the physician referred by the hospital.

Injured employees will be taken to the emergency room at the nearest medical facility. All injured employees must complete a written description of the accident and submit it to the supervisor who will review, sign and forward it to the President.

The supervisor will complete the First Report of Injury Form and forward it to the appropriate agencies. Any employee unable to complete the workday because of an accident, or injury, will be paid the balance of a regular workday.

SECTION 5: GENERAL

POLICY NUMBER 500: EXPENSE REIMBURSEMENT

It is the policy of WinProbe Corporation to reimburse employees for all reasonable expenses incurred when traveling on company business.

Employees who travel on company business must complete a Weekly Expense Report and submit it to their supervisor for approval within seven (7) days of their return. The expense report should then be forwarded to the accounting department for reimbursement.

All expenses must be itemized on a daily basis and annotated in the proper category as identified on the expense report form. If a personal vehicle is used, itemized daily mileage expense will be reimbursed at a rate of \$0.53 per mile.

Travel and entertainment cash advances will only be made upon presentation of the Travel Advance Request Form, which must be approved by the supervisor prior to submitting to the accounting department. All airline tickets that are paid for by the company are to be treated as a travel advance. The ticket is to be listed in the body of the expense report and then deducted as a travel advance in the advance section. The airfare receipt is to be included with all expense reports. The Company requires detailed *justification* on all entertainment expenses submitted on expense reports.

Date of the event:

List the names of all parties involved:
State the name of the establishment:
Identify the location where the meeting took place:
Describe, in detail, the business purpose of the meeting:

Expense reports not completed properly will be returned to the originator for correction. Expense reports are to be submitted in a timely manner. Expenses submitted more than three months after expended are not eligible for reimbursement.

POLICY NUMBER 501: SOLICITATION AND DISTRIBUTION OF LITERATURE

Solicitation and/or the distribution of non-business related literature by employees of WinProbe Corporation is strictly prohibited.

Solicitation and/or the distribution of literature for any purpose by non-employees in any area of WinProbe Corporation are strictly prohibited.

Employees are prohibited from posting material on any company bulletin board.

POLICY NUMBER 502: MEDIA CONTACTS

All contacts with the media regarding the Company are to be made only by, or with the knowledge of the President - including: requests from newspapers, magazines, radio stations or television stations for information about the company. Also, information, statements or comments about the Company will be released only by the President.

POLICY NUMBER 503: SMOKING

Employees are not permitted to smoke in any company work areas. Smoking breaks are to be limited to scheduled breaks and lunch breaks.

POLICY NUMBER 504: DRESS CODE

Employees of WinProbe Corporation are expected to dress in a manner that is professional and promotes a safe work environment.

Clothing which might constitute a safety hazard is prohibited.

All employees should practice common sense rules of neatness, good taste and comfort.

Provocative clothing is prohibited.

POLICY NUMBER 505: PARTICIPATION IN PUBLIC AFFAIRS

WinProbe Corporation encourages the participation of its employees in local, state and national political affairs. An employee engaging in political activity does so as a private citizen and not as a representative of the Company. The Company will not discriminate against any employee because of their identification with any lawful political party or activity.

POLICY NUMBER 506: PARTICIPATION IN COMMUNITY AFFAIRS

WinProbe Corporation encourages the participation of its employees in community programs provided such activities do not interfere with the performance of the employee's job duties.

POLICY NUMBER 507: CORRECTIVE ACTION

The Manager or supervisor may first advise an employee verbally if he/she is not performing to the acceptable standards.

If satisfactory improvements are not exhibited after a verbal warning, a written warning may be given to the employee for review and action.

If the employee's performance does not improve to an acceptable level after a written warning, or where, in the discretion of management, preliminary warnings are not warranted, corrective action will be taken, which may include termination.

POLICY NUMBER 508: CHANGES

When changes occur regarding an employee's status, the accounting department should be made aware as soon as possible. Changes in status include changes in name, address, telephone number, marital status or emergency contact information. Changes in insurance beneficiary or federal withholding status require the completion of a form obtained from the payroll department.

POLICY NUMBER 509: REVIEW OF EMPLOYEE'S FILE

The only persons allowed to review the contents of an employee's file are the employee, the immediate supervisor, the President or the payroll department.

Employees may review their personnel files by contacting their supervisor and scheduling a mutually convenient time.

POLICY NUMBER 510: DRUG FREE WORKPLACE

WinProbe Corporation is committed to maintaining a drug-free workplace and will not tolerate any substance abuse on its premises. This prohibition includes the possession, use or sale of illegal drugs or alcohol. Any employee reporting for work under the influence of alcohol or controlled drugs, or using any such substance during working hours will be asked to leave immediately. Any employee who repeatedly reports to work under the influence of alcohol or drugs may have his/her employment terminated immediately.

POLICY NUMBER 511: CHANGES TO COMPANY POLICIES

The President of the Company must approve all changes to the company's policies.