

THE DEWEY ELECTRONICS CORPORATION

Code of Business Conduct and Ethics

Introduction

This Code of Business Conduct and Ethics embodies the commitment of The Dewey Electronics Corporation (the “Company”) to conduct our business in accordance with all applicable laws and regulations and the highest ethical standards. All employees (including officers) and members of our Board of Directors are expected to adhere to the provisions of this Code that apply to them. All of us must take personal responsibility for conducting ourselves in a way that reflects positively on our business and that is in keeping with the letter and spirit of the law and the principles set forth in this Code.

The Company’s employees should be proud of our longstanding reputation for high technical competence, outstanding manufacturing capabilities, and ethical and straightforward behavior. These characteristics are the foundation on which the Company is built; they are also the core of how the Company will compete in an ever changing 21st century economy.

As a Company, we must strive for a healthy and safe work place that supports hard work and ingenuity. We must also guard against waste, bad behavior, and accidents. This Code is a commitment to these principles. Directors and employees must resolve any doubt as to the meaning of this Code in favor of good, ethical judgment. It is the responsibility of each director and employee to avoid even an appearance of impropriety.

This Code does not cover every ethical situation or issue that may affect you as an employee or director. Employees and directors should strive to identify and resolve potential ethical issues before they lead to problems. If you have any questions concerning the interpretation or application of this Code or other ethical questions that are not addressed below, please (1) contact your supervisor or manager, the Human Resources Manager, the CEO, or a non-management member of the Company’s Board of Directors whose contact information will be provided to you, or (2) use the Company Hotline.

Supervision

It is the responsibility of each supervisor to train and supervise employees so that they are able to perform their jobs in a competent manner and in conformity with the Company policies, including this Code. When assigning responsibilities to an employee, it is the supervisor's responsibility to ensure that the employee has the capability to discharge the assigned responsibility in conformity with this Code. It is also the supervisor's responsibility to ensure that all employee questions concerning the operation and requirements of this Code are fully addressed and understood by each employee. Whenever an employee violates this Code, the adequacy of the employee's training and supervision will be reviewed.

Treatment of Employees

We are firmly committed to providing equal opportunity in all aspects of employment. We will not tolerate any illegal discrimination or harassment of any kind.

The Company expects employees and directors to treat colleagues, employees, and others with whom you interact with respect and dignity. The Company seeks to encourage an atmosphere in which openness, cooperation and consultation are the norms.

Protection and Proper Use of Company Assets

All employees and directors should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste can have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes only.

Conflicts of Interest

Conflicts of interest are prohibited as a matter of Company policy, unless they have been approved by the Chief Executive Officer (or, in appropriate circumstances, the Board of Directors).

A "conflict of interest" occurs when an individual's private interest improperly interferes with the interests of the Company. A conflict situation can arise when you take actions or have interests that may make it difficult to perform your work for the Company objectively and effectively. Conflicts can also arise when you obtain improper personal benefits for yourself or for your family members or others as a result of your position with the Company. A conflict situation is also likely to arise if you have a business connection with our customers, suppliers, or competitors (other than on the Company's behalf). Nor should you engage in non-Company related business interests "on Company time."

Any employee or director who is aware of a transaction or relationship that could reasonably be expected to give rise to a conflict of interest should discuss the matter promptly with the Human Resources Manager. Any such transaction or relationship should be avoided unless specifically approved.

Gifts and Entertainment

Employees and directors are prohibited, within the realm of the Company, from receiving or giving gifts unless specifically approved by executive management. Moreover, no gift should be given or accepted in violation of applicable law, and no gift should be solicited. Please discuss with the Human Resources Manager any gifts or proposed gifts.

Compliance with Law

It is the Company's policy to comply with all applicable laws and regulations. It is the personal responsibility of each employee and director to understand and comply with all laws, regulations, and policies that apply to his or her position with the Company. You are responsible for talking to your manager or supervisor or the Human Resources Manager to determine which laws, regulations and policies apply to your position.

Accuracy of Company Records and Public Disclosure

It is the Company's policy that the information in its public communications, including SEC filings, be full, fair, accurate, timely and understandable. All employees and directors who are involved in the Company's disclosure process are responsible for acting in furtherance of this policy.

If you are involved in the preparation of the Company's financial statements, you must do so according to applicable accounting standards and rules so that all transactions are properly recorded and the financial statements fairly and completely reflect the operations and financial condition of the Company. If you have reason to believe that any of the Company's books and records are not being maintained in an accurate or complete manner, or that any misleading statement has been made to an internal or an outside auditor or included in the Company's SEC filings, or that material information has been withheld from an internal or outside auditor or omitted from our SEC filings, you are expected to report this immediately to the Company's CEO, Treasurer, or a non-management member of the Company's Board of Directors whose contact information will be provided to employees. You may report such matters on a confidential and anonymous basis if you wish. You can make a confidential and anonymous report to a non-management member of the Board of Directors by calling the Company Hotline.

Insider Trading

Generally, it is illegal for any employee or director who is aware of material nonpublic information relating to the Company to buy or sell any securities of the Company. Passing such information on to another person, or recommending that such other person buy or sell securities based on inside information — sometimes known as "tipping" — is generally also illegal.

Corporate Opportunities

Employees and directors owe a duty to the Company to advance the Company's legitimate business interests when the opportunity to do so arises. Employees and directors are prohibited from taking for themselves (or directing to a third party) a business opportunity that is discovered through the use of Company property, information or position, unless the Company has already been offered the opportunity and turned it down. More generally, employees and directors are prohibited from using corporate property, information or position for personal gain or competing with the Company.

Confidentiality

In carrying out the Company's business, employees and directors may learn confidential or proprietary information about the Company or third parties. Confidential or proprietary information includes, among other things, any nonpublic information concerning the Company, including its business, financial performance, marketing or strategic plans, customers, and product pricing information, as well as any nonpublic information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed.

You may not disclose any confidential or proprietary information to others outside the Company or use such information for your own or someone else's benefit. Within the Company, such information should be disclosed only to those who need the information to carry out their business responsibilities. You should also be careful not to discuss such matters with family members or business or social acquaintances or in places where you may be overheard.

Customer Privacy

We recognize our responsibility to protect customer information that is supplied to or learned by us in conjunction with our customer relationships. Employees and directors are expected to safeguard the privacy, confidentiality and security of any information our customers entrust to the Company. The Company has in place a privacy policy that contains our specific commitments with regard to the privacy of our customer information. Employees and directors with access to customer information are expected to familiarize themselves with our privacy policy and procedures and to comply with them in conducting our business.

Intellectual Property

The Company's intellectual property, including marketing databases, strategic plans, brochures and software developed by or for the Company, constitutes an important part of the Company's assets. The Company expects its employees and directors to assist it in securing, preserving, and enforcing the Company's intellectual property rights.

Fair Dealing

We seek to outperform our competition fairly and honestly. We do not seek competitive advantages through illegal or unethical business practices. Each employee and director should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. No employee or director should take unfair advantage of anyone through manipulation, concealment, and abuse of privileged information, misrepresentation of material facts or any unfair practice. The unauthorized use of the intellectual property of others is prohibited.

Waivers of the Code

Any waiver of this Code for executive officers or directors may be made only by the Board of Directors and will be promptly disclosed when and as required by law.

Reporting of Violations

Employees and directors should be alert and sensitive to situations that could result in violations of law or of the standards of ethical conduct set forth in this Code. If you believe your own conduct, or that of another employee, officer or director may have violated the law or this Code, you have an obligation to report the matter. Generally, you should raise such matters first with your immediate supervisor or manager. If you are not comfortable bringing the matter up with your supervisor or manager, or have done so and do not believe he or she has dealt with the matter properly, then you should raise the matter with the CEO or a non-management member of the Company's Board of Directors (which may be done on an anonymous basis) whose contact information will be provided to employees. All such communications will be handled discreetly and will be kept confidential to the extent feasible. You can make a confidential and anonymous report to a non-management member of the Board of Directors by calling the Company Hotline.

It is the Company's policy not to allow retaliation for reports of misconduct by others made in good faith. However, any person who knowingly makes a false report of questionable behavior will be subject to disciplinary action.

Enforcement of the Code

The Company is committed to upholding the highest standards of ethical business conduct. The Company will investigate any allegations of misconduct. All employees and directors are expected to cooperate with any such investigation. Employees and directors who violate the law or this Code will be subject to disciplinary measures, which may include reprimand, suspension without pay, demotion, termination, and reporting of violations of law to the appropriate authorities. In determining what action is appropriate in a particular case, the Company will take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.