

ORCHID
CELLMARK

**CORPORATE CODE OF
BUSINESS CONDUCT
AND ETHICS**

ORCHID CELLMARK INC.

CORPORATE CODE OF BUSINESS CONDUCT AND ETHICS

FOREWORD

This Code of Business Conduct and Ethics covers a wide range of business practices and procedures and serves as a guide to ethical decision-making. As described in the Orchid Cellmark Standard of Business Conduct policy, Orchid is committed to uncompromising integrity in all that we do and how we relate to each other and to persons outside of Orchid. This Code of Conduct does not cover every issue that may arise, but sets out basic policies to guide all directors, officers and employees of Orchid in their business conduct and ethical decision making. In particular, this Code of Conduct covers policies designed to deter wrongdoing and to promote (1) honest and ethical conduct, (2) avoidance of conflicts of interests, (3) full, fair, accurate, timely and understandable disclosure, and (4) compliance with applicable governmental laws, rules and regulations. All directors, officers and employees must conduct themselves in accordance with these policies and seek to avoid even the appearance of improper behavior. This Code of Conduct is not a substitute for Orchid's Standards of Business Conduct policy. Orchid's directors, officers and employees should also direct themselves to Orchid's employee handbook for further guidance and discussion of many of the topics addressed herein. Orchid's representatives, including consultants, should also be provided with a copy of this Code of Conduct.

If a law has stricter requirements than a policy in this Code of Conduct, directors, officers and employees must comply with the law; however, if a local practice conflicts with this Code of Conduct, they must comply with the Code of Conduct.

Each director, officer and employee (hereafter referred to as employee(s)) will be held accountable for his/her adherence to this Code of Conduct. Those who violate the policies in this Code of Conduct will be subject to corrective action, up to and including termination of relationship with Orchid, and where appropriate, civil liability and criminal prosecution. If an employee is in a situation that they reasonably believe may violate or lead to a violation of this Code of Conduct, they must report the situation to Orchid's Corporate Human Resources or a member of the Public Disclosure Committee.

I. GENERAL REQUIREMENTS

Each employee of the Company is expected to be honest, fair, and accountable in all business dealings and obligations, and to ensure:

- the ethical handling of conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in the reports required to be filed by the Company with the Securities and Exchange Commission and in other public communications made by the Company; and
- compliance with applicable governmental laws, rules and regulations.

II. CONFLICTS OF INTEREST

A “Conflict of Interest” occurs when a person’s private interest actually or potentially interferes in any way (or even appears to interfere) with the interests of Orchid as a whole. Employees should, therefore, avoid any situation that may involve, or even appear to involve, a conflict between their personal interests and the interests of the Company. In dealings with current or potential customers, suppliers, contractors, and competitors, each employee should act in the best interests of the Company to the exclusion of personal advantage.

A conflict situation can arise when an employee takes actions or has interests that may make it difficult to perform his or her Orchid work objectively and effectively. Conflicts of interest may also arise when an employee, or a member of his or her family, receives improper personal benefits as a result of his or her position at Orchid. Loans to, other than those made in the ordinary course of business, or guarantees of obligations of employees or their family members may also create a conflict of interest.

- No employee or immediate family member of an employee shall have a significant financial interest in, or obligation to, any outside enterprise which does or seeks to do business with the Company or which is an actual or potential competitor of the Company, without prior approval of the Public Disclosure Committee, or in the case of executive officers or members of the Board of Directors, the full Board of Directors or a committee thereof.
- No employee shall conduct a significant amount of business on the Company’s behalf with an outside enterprise which does or seeks to do business with the Company if an immediate family member of the employee is a principal or officer of such enterprise, or an employee of such enterprise who will play a significant role in the business done or to be done between the Company and such enterprise, without prior approval of the Public Disclosure Committee, or in the case of executive officers or members of the Board of Directors, the full Board of Directors or a committee thereof.
- No executive officer or employee, or an immediate family member of an executive officer or an employee, shall serve as a director, officer or in any other management or consulting capacity of any actual competitor of the Company.
- No director, or an immediate family member of a director, shall serve as a director, officer or in any other management or consulting capacity of any actual competitor of the Company, without the prior approval of the full Board of Directors or a committee thereof.
- No employee shall use any Company property or information or his or her position at the Company for his or her personal gain.
- No employee shall engage in activities that are directly competitive with those in which the Company is engaged.

- No employee shall divert a business opportunity from the Company to such individual's own benefit. If an employee becomes aware of an opportunity to acquire or profit from a business opportunity or investment in which the Company is or may become involved or in which the Company may have an existing interest, the employee should disclose the relevant facts to, Corporate Human Resources or another member of the Public Disclosure Committee. The employee may proceed to take advantage of such opportunity only if the Company is unwilling or unable to take advantage of such opportunity as notified in writing by the Public Disclosure and Compliance Committee.
- No employee or immediate family member of an employee shall receive any loan or advance from the Company, or be the beneficiary of a guarantee by the Company of a loan or advance from a third party, except for customary advances or corporate credit in the ordinary course of business or approved by the Public Disclosure and Compliance Committee.

III. PROTECTION AND PROPER USE OF COMPANY ASSETS

Proper protection and use of Company assets and assets entrusted to it by others, including proprietary information, is a fundamental responsibility of each employee of the Company. Employees must comply with security programs to safeguard such assets against unauthorized use or removal, as well as against loss by criminal act or breach of trust. Any suspected incident of fraud or theft should be immediately reported for investigation. All Orchid assets should be used for legitimate business purposes.

A. Accurate Records and Reporting

Under law, the Company is required to keep books, records and accounts that accurately and fairly reflect all transactions, dispositions of assets and other events that are the subject of specific regulatory record keeping requirements. All Company reports, accounting records, sales reports, expense accounts, invoices, purchase orders, and other documents must accurately and clearly represent the relevant facts and the true nature of transactions. Reports and other documents should state all material facts of a transaction and not omit any information that would be relevant in interpreting such report or document. Under no circumstance may there be any unrecorded liability or fund of the Company, regardless of the purposes for which the liability or fund may have been intended, or any improper or inaccurate entry knowingly made on the books or records of the Company. In addition, intentional or improper classification or recordkeeping of any transaction is an unacceptable reporting practice that is expressly prohibited.

The Company has developed and maintains a system of internal controls to provide reasonable assurance that transactions are executed in accordance with management's authorization, are properly recorded and posted, and is in compliance with regulatory requirements.

The Company has also developed and maintains a set of disclosure controls and procedures to ensure that all of the information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act is recorded, processed,

summarized and reported within the time periods specified by the Securities and Exchange Commission. Employees are expected to be familiar with, and to adhere strictly to the highest standards of care with respect to these internal controls, disclosure controls and procedures.

The Company is committed to full, fair, accurate, timely, and understandable disclosure in the periodic reports required by the Securities and Exchange Commission, and it expects each employee to work diligently towards that goal.

B. Document Retention

The Company is required by local, state, federal, foreign and other applicable laws, rules and regulations to properly retain certain records and documents and to follow specific guidelines regarding them. In consideration of those legal requirements and the Company's business needs, all employees must maintain records in accordance with the Company's Document Retention Policy, a copy of which is available on the Corporate Intranet or from Corporate Human Resources.

In addition, any record, in paper or electronic format, relevant to a threatened, anticipated or actual internal or external inquiry, investigation, matter or lawsuit may not be discarded, concealed, falsified, altered, or otherwise made unavailable, once an employee has become aware of the existence of such threatened, anticipated or actual internal or external inquiry, investigation, matter or lawsuit. Employees must handle such records in accordance with the procedures outlined in the Company's Document Retention Policy.

When in doubt regarding retention of any record, an employee must not discard or alter the record in question and should seek guidance from their Supervisor, or Corporate Human Resources or a member of the Public Disclosure Committee.

IV. CONFIDENTIALITY

The Company provides its employees with confidential information relating to the Company and its business with the understanding that such information is to be held in confidence and not communicated to anyone who is not authorized to see it, except as may be required by law. The types of information that each employee must safeguard include (but are not limited to) the Company's plans and business strategy, unannounced services and/or contracts, sales data, significant projects, customer and supplier lists, patents, patent applications, trade secrets, techniques and sensitive financial information, whether in electronic or conventional format. These are costly, valuable resources developed for the exclusive benefit of the Company. No employee shall disclose the Company's confidential information to an unauthorized third party or use the Company's confidential information for his or her own personal benefit. The obligation to preserve confidential information continues even after employment with Orchid ends.

V. FAIR DEALING WITH CUSTOMERS, SUPPLIERS, COMPETITORS, AND EMPLOYEES

If an employee's job puts him or her in contact with any Company customers or potential customers, it is critical for the employee to remember that they represent the Company to the people with whom they are dealing. Employees should act in a manner that creates value for Orchid's customers and helps build a relationship based upon trust. The Company does not seek to gain any advantage through the improper use of favors or other inducements. Good judgment and moderation must be exercised to avoid misinterpretation and adverse effect on the reputation of the Company or its employees. Offering, giving, soliciting or receiving any form of bribe to or from an employee of a customer or supplier to influence that employee's conduct is strictly prohibited. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair dealing practice.

No gift, favor or entertainment should ever be offered, given, provided or accepted by any Orchid director, officer or employee, family member of a director, officer or employee unless it:

- is consistent with customary business practice;
- is not excessive in value and cannot be construed as a bribe or pay-off;
- is not a cash gift;
- is not in violation of applicable law or ethical standards; and
- will not embarrass the Company or the employee if publicly disclosed.

Gifts of any kind to government employees are a violation of this Code of Business Ethics and Conduct.

VI. GOVERNMENT RELATIONS

It is the Company's policy to comply fully with all applicable laws and regulations governing contact and dealings with government employees and public officials, and to adhere to high ethical, moral and legal standards of business conduct. This policy includes strict compliance with all local, state, federal, foreign and other applicable laws, rules and regulations.

VII. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Obeying the law, both in letter and in spirit, is one of the foundations on which Orchid's policies are built. All Company employees must comply with all applicable laws, regulations, rules and regulatory orders. Company employees outside of the United States or doing business outside of the United States must comply with laws, regulations, rules and regulatory orders of the United States, including the Foreign Corrupt Practices Act.

A. Foreign Corrupt Practices Act

Under the Foreign Corrupt Practices Act ("FCPA"), employees of the Company are prohibited from making certain gifts to foreign officials. "Foreign officials" include not only persons acting in an official capacity on behalf of a foreign government, agency, department or

instrumentality, but also representatives of international organizations, foreign political parties and candidates for foreign public office. The gift is “corrupt” under the FCPA if it is made for the purpose of:

- Influencing any act or decision of a foreign official in his official capacity;
- Inducing a foreign official to do or omit to do any act in violation of his lawful duty;
- Inducing a foreign official to use his position to affect any decision of the government; or
- Inducing a foreign official to secure any “improper advantage.”

A gift is still “corrupt” even when paid through an intermediary. Any employee, who has any questions whatsoever as to whether a particular gift might be “corrupt” under the FCPA, should contact Corporate Human Resources or any member of the Public Disclosure Committee. **The FCPA will be applied to employees of the company whether they work in the United States or not.**

B. Insider Trading

Employees, officers and directors who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about Orchid should be considered confidential information. To use non-public information for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information is not only unethical but also illegal.

Each employee should be familiar with and abide by the Company’s insider trading policy. A copy of this policy is given to all new employees of the Company and is available in the Employee Handbook or from the Corporate Human Resources Department, or any member of the Public Disclosure Committee.

C. Discrimination and Harassment

Orchid Cellmark is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate illegal discrimination or harassment of any kind. The Company encourages its employees to bring any problem, complaint or concern regarding any alleged discrimination or harassment to the attention of their Supervisor. Employees who have concerns regarding any such conduct should also feel free to make any such reports to Corporate Human Resources, a member of the Public Disclosure Committee, or the Hotline.

D. Health, Safety and Environmental Laws

Health, safety, and environmental responsibilities are fundamental to the Company's values. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Employees are responsible for ensuring that the Company complies with all provisions of the health, safety, and environmental laws of the United States and of other countries where the Company does business.

VIII. REPORTING VIOLATIONS UNDER THE CODE OF CONDUCT: NON-RETALIATION POLICY

A. Obligation to Make Reports; Procedure

Any employee of the Company having any information or knowledge regarding the existence of any violation or suspected violation of the Code of Conduct has a duty to report the violation or suspected violation. Employees are encouraged to speak promptly to supervisors, managers or other appropriate personnel about the perceived illegal or unethical behavior and any violations of law, rules, regulations or this Code of Conduct. To the extent any investigation is necessitated by a report, the Company will endeavor to keep the proceedings and the identity of the reporting employee confidential to the fullest extent required by applicable law.

Reports may be made on a completely confidential and anonymous basis. To this end the Company has established a compliance hotline and email address, which can also be used to report perceived illegal or unethical behavior and any violations of law, rules, and regulations and of this Code of Conduct. Employees can reach the hotline at:

HOTLINE TELEPHONE NUMBER: 1-800-551-8902 / 609-750-6427

HOTLINE EMAIL ADDRESS: sox-compliance@USA.NET

Any use of these reporting procedures in bad faith or in a false and frivolous manner will be considered a violation of this Code of Conduct

B. Anti-Retaliation Pledge

Any employee who reports a suspected violation under the Code of Conduct by the Company, or its agents acting on behalf of the Company, or who raises issues or concerns regarding the Company's business or operations pursuant to the procedures set forth in the Whistleblower Protection Policy, may not be fired, demoted, reprimanded or otherwise harmed for, or because of, the reporting of the suspected violation, issues or concerns, regardless of whether the suspected violation involves the employee, the employee's supervisor or senior management of the Company. In addition, employees in the state of New Jersey are protected under the New Jersey Conscientious Employee Protection Act, N.J.S.A. 34:19-1.

IX. WAIVER PROCEDURES

Employees are encouraged to consult with Corporate Human Resources or any member of the Public Disclosure Committee about any uncertainty or questions they may have under the Code of Conduct.

If any situation should arise where a course of action would likely result in a violation of the Code of Conduct but for which the employee thinks that a valid reason for the course of action exists, the employee should contact Corporate Human Resources or a member of the Public Disclosure Committee to obtain a waiver **prior to the time the action is taken. No waivers will be granted after the fact for actions already taken.** Except as noted below, the Public Disclosure Committee will review all the facts surrounding the proposed course of action and will determine whether a waiver from any policy in the Code of Conduct should be granted.

Waiver Procedures for Executive Officers and Directors. Waiver requests by an executive officer or member of the Board of Directors shall be referred by the Public Disclosure Committee, with its recommendation, to the Board of Directors or a committee thereof for consideration. If either (i) a majority of the independent directors on the Board of Directors, or (ii) a committee comprised solely of independent directors agrees that the waiver should be granted, it will be granted. The Company will disclose the nature and reasons for the waiver on its website within five days. If the Board denies the request for a waiver, the waiver will not be granted and the employee may not pursue the intended course of action.

It is the Company's policy only to grant waivers from the Code of Conduct in limited and compelling circumstances.