

ATS CORPORATION

CODE OF CONDUCT

Introduction

At ATS Corporation its subsidiaries and affiliates (“ATS” or the “Company”), we believe that honest and ethical conduct is a critical foundation to our success, and therefore it is an expectation and responsibility of every employee. By conducting business in an ethical and honest way, we are able to build valuable relationships with our customers, shareholders, fellow employees, and others. Each employee will be required to execute a certification acknowledging the content of this Code of Conduct and compliance with its standards. Employees may be required to execute such certifications on an annual basis.

This Code of Conduct (this “Code”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide the directors, officers, and employees of ATS. All ATS directors, officers, and employees should conduct themselves accordingly and seek to avoid even the appearance of improper behavior in any way relating to ATS. In appropriate circumstances, this Code should also be provided to and followed by ATS’ agents and representatives, including consultants.

Any director or officer who has any questions about this Code should consult with the Chief Executive Officer, the Chief Financial Officer, or the Vice President of Contracts, as appropriate in the circumstances. If an employee has any questions about this Code, the employee should ask his or her supervisor how to handle the situation.

1. Scope of Code.

This Code is intended to deter wrongdoing and to promote the following:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely, and understandable disclosure in reports and documents the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other communications made by the Company;
- compliance with applicable governmental laws, rules, and regulations;
- the prompt internal reporting of violations of this Code to the appropriate person or persons identified in this Code;
- accountability for adherence to this Code; and
- adherence to a high standard of business ethics.

2. Special Ethics Obligations for Employees with Financial Reporting Responsibilities

As a public company it is of critical importance that the Company's filings with the Securities and Exchange Commission be accurate and timely. Depending on their position with the Company, employees may be called upon to provide information to assure that the Company's public reports are complete, fair and understandable. The Company expects all of its personnel to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to the Company's public disclosure requirements.

The Chief Financial Officer, Chief Executive Officer, and Finance Department personnel bear a special responsibility for promoting integrity throughout the Company, with responsibilities to stakeholders both inside and outside of the Company. They have a special role both to adhere to these principles themselves and also to ensure the fair and timely reporting of the Company's financial results and condition.

Because of this special role, the Chief Financial Officer, the Chief Executive Officer and all members of the Finance Department must each:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Provide information that is accurate, complete, objective, relevant, timely and understandable to ensure full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with or submits to government agencies and in other public communications.
- Comply with rules and regulations of federal, state and local governments, and other appropriate private and public regulatory agencies.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of one's work will not be used for personal advantage.
- Proactively promote and be an example of ethical behavior as a responsible partner among peers, in the work environment and the community.
- Achieve responsible use of and control over all assets and resources employed or entrusted.
- Promptly report to the Chairperson of the Company's Audit Committee or the Company's Director of Internal Audit any conduct that the individual believes to be a violation of law or business ethics or of any provision of this Code, including any

transaction or relationship that reasonably could be expected to give rise to such a conflict.

Violations of this section, including a failure to report potential violations by others, will be viewed as a severe disciplinary matter that may result in personnel action, including termination of employment. Violations are to be reported in accordance with the procedures described in Section 21 of this Code. To encourage the reporting of violations, the Company will not allow retaliation for reports made in good faith.

3. Compliance with Laws, Rules, and Regulations.

Obeying the law, both in letter and in spirit, is the foundation on which ATS' ethical standards are built. All directors, officers, and employees should respect and obey all laws, rules, and regulations applicable to the business and operations of the Company. Although directors, officers, and employees are not expected to know all of the details of these laws, rules, and regulations, it is important to know enough to determine when to seek advice from supervisors, managers, officers or other appropriate Company personnel.

4. Conflicts of Interest.

A "conflict of interest" exists when an individual's private interest interferes in any way – or even appears to conflict – with the interests of the Company. A conflict of interest situation can arise when a director, officer, or employee takes actions or has interests that may make it difficult to perform his or her work on behalf of the Company in an objective and effective manner. Conflicts of interest may also arise when a director, officer, or employee, or a member of his or her family, receives improper personal benefits as a result of his or her position with the Company. Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest.

Service to the Company should never be subordinated to personal gain or advantage. Conflicts of interest, whenever possible, should be avoided. In particular, clear conflict of interest situations involving directors, officers, and employees who occupy supervisory positions or who have discretionary authority in dealing with any third party may include the following:

- any significant ownership interest in any supplier or customer;
- any consulting or employment relationship with any customer, supplier, or competitor;
- any outside business activity that detracts from an individual's ability to devote appropriate time and attention to his or her responsibilities to the Company;
- for commercial clients and organizations the receipt of non-nominal gifts or excessive entertainment from any organization with which the Company has current or prospective business dealings. Any question as to the classification of a gift or activity as nominal or non-nominal the question should be addressed to the CEO or CFO prior to receipt of the gift or engaging in the activity;

- being in the position of supervising, reviewing, or having any influence on the job evaluation, pay, or benefit of any family member, domestic partner, significant other, or person living in the employee's household (unless the number of hours worked by such person member on behalf of the Company does not exceed 500 hours during any 12-month period);
- selling anything to the Company or buying anything from the Company, except on the same terms and conditions as comparable directors, officers, or employees are permitted to so purchase or sell; and
- when dealing with government employees or officials the receipt a gift or entertainment activity in excess of \$20 from a single gift or activity up to an annual aggregate of \$50 of gifts or entertainment activities from a single source.

It is almost always a conflict of interest for a Company officer or employee to work or consult simultaneously for a competitor, customer, or supplier. No officer or employee may work for a competitor as a board member unless approved by the Board. The best policy is to avoid any direct or indirect business connection with the Company's customers, suppliers, and competitors, except on the Company's behalf.

Conflicts of interest are prohibited as a matter of Company policy, except under guidelines approved by the Board of Directors (the "Board"). Conflicts of interest may not always be clear-cut and further review and discussions may be appropriate. Any director or officer who becomes aware of a conflict or potential conflict should bring it to the attention of the Chief Executive Officer or the Chief Financial Officer, as appropriate in the circumstances. Any employee who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager, or other appropriate personnel.

5. Insider Trading.

It is both illegal and against the Company's Insider Trading Policy for any individual to profit from undisclosed information relating to the Company or any other company. Anyone who is aware of material nonpublic information relating to the Company may not purchase or sell any of the Company's securities. Also, it is against Company policy for any employee, officer or director, who may have inside or unpublished knowledge about any of our customers or any other company, to purchase or sell the securities of those companies.

Besides the obligation to refrain from trading while in possession of material, nonpublic information, employees are also prohibited from "tipping" others. The concept of unlawful tipping includes passing on information to friends or family members under circumstances that suggest that employees were trying to help them make a profit or avoid a loss. Besides being considered a form of insider-trading, tipping is, of course, also a serious breach of corporate confidentiality. For this reason, employees should avoid discussing sensitive information in any place where others may hear such information.

If any Director, Officer, or Employee of the Company is uncertain about the legal rules involving the purchase or sale of any Company securities or any securities in companies that the person is

familiar with by virtue of their work for the Company, that person should consult with the Company's Vice President of Investor Relations or Chief Financial Officer before making any such purchase or sale.

6. Corporate Opportunities.

Directors, officers, and employees are prohibited from taking for themselves personally or directing to a third party any opportunity that is discovered through the use of corporate property, information, or position without the consent of the Board. No director, officer, or employee may use corporate property, information, or position for improper personal gain, and no director, officer, or employee may compete with the Company directly or indirectly. Directors, officers, and employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

7. Gifts and Favors.

A. U.S. Government Customers.

Employees may not, under any circumstances, directly or indirectly provide gifts to employees or representatives of U.S. government agencies for the purpose of obligating or inducing them to act in the Company's interest, to compromise their responsibilities to others, or in consideration for any entity doing business with the Company. A "gift" includes any gratuity, favor, discount, entertainment, hospitality, loan forbearance, or other item having monetary value, as well as services such as training, transportation, lodgings and meals, whether provided in-kind, by purchase of a ticket, payment in advance, or reimbursement after the expense has been incurred. However, a "gift" excludes the following: modest items of food and refreshments, such as soft drinks, coffee and donuts, offered other than as part of a meal; greeting cards and items with little intrinsic value such as plaques, certificates and trophies, which are intended solely for presentation; and rewards and prizes given to competitors in contests or events open to the public unless the employee's entry into the contest or event is required as part of his official duties. An employee may provide a gift to a government official or employee if that gift is based on a family relationship or personal friendship. Any question relating to the propriety of providing a gift to a government official or employee should be reviewed with the Vice President of Contracts or Chief Financial Officer.

B. Commercial Customers

Giving and receiving gifts as part of business dealings can create conflicts of interest. The purpose of gifts and favors is generally to create good will. If they do more than that, and unduly influence judgment or create a feeling of obligation, they should not be given or accepted.

Directors, officers, and employees must not give to or receive gifts from Company business contacts, relatives, suppliers, vendors, or others who have a business relationship with the Company if they create the slightest conflict. Examples are: gifts or other items more than nominal value, vacations, or stock. Directors, officers, and employees should decline such gifts and tell the giver that Company policy prohibits their acceptance. Nor shall directors,

officers, and employees accept compensation from a third party that is dealing with the Company, without express written prior approval of the Company's Chief Financial Officer.

Of course, directors, officers, and employees may pay for or accept business entertainment such as meals and sporting event tickets if the expense is reasonable and directly related to Company business. A final test of appropriate business courtesies is whether public disclosure would be embarrassing to the Company or the recipient. Directors, officers, and employees must also use special care when operating in countries with cultures that are different from their own. Directors, officers, and employees may give or accept gifts if not doing so would reflect unfavorably on the Company, but such gifts must be reported to the Company. In no event should directors, officers, or employees ever give or accept gifts if it would violate either U.S. laws or the laws of the country in question.

The Company, as part of its marketing efforts, may from time to time invite and pay for attendance by customers or others at its corporate-sponsored events upon notice to the corporate marketing department and approval by the Company's Chief Executive Officer. In addition, the Company's Chief Executive Officer may in his discretion and not as a waiver of this Code of Conduct, permit attendance by Company employees at similar events sponsored by the Company's vendors, customers, partners, or other third parties in connection with the employee's duties with the Company.

8. Prohibition of Personal Loans.

The Company will not make any new extension of credit, or arrange for the extension of credit in the form of a personal loan to any employee, director or executive officer of the Company, and will not make any material modifications to, or renewals of, any existing loan arrangements.

9. Competition and Fair Dealing.

The Company seeks to compete in a fair and honest manner. The Company seeks competitive advantages through superior performance rather than through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each director, officer, and employee should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, service providers, competitors, and employees. No director, officer, or employee should take unfair advantage of anyone relating to the Company's business or operations through manipulation, concealment, or abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice.

To maintain the Company's valuable reputation, compliance with the Company's quality processes and safety requirements is essential. In the context of ethics, quality requires that the Company's products and services meet reasonable customer expectations.

- A. Contract Negotiations. In negotiating contracts with the Federal government, we have an affirmative duty to disclose current, accurate, and complete cost and pricing data where such data are required under appropriate law or regulation. The submission to a United States government customer of a proposal, quotation, or other document that is

incomplete, inaccurate, not current, or knowingly misleading can result in civil, and /or criminal liability for the Company, the involved employee, and supervisors who condone such a practice.

Certifications included in bids, offers or proposals to a United States government customer must be made or approved by the Vice President of Contracts, Chief Financial Officer or Chief Executive Officer, who are vested with the authority and responsibility for making those determinations. Every certification must be based upon factual inquiry, sufficient to establish the existence of facts and circumstances being certified.

- B. Charging of Costs/Time Reporting. Employees must record their time in a complete, accurate, and timely manner to ensure that the hours worked and costs are applied to the account for which they were incurred. No costs may be charged or allocated to a government contract if the cost is unallowable by regulation or contract provision, or otherwise.
- C. Hiring of Federal Employees. Complex rules govern the recruitment and employment of U.S. government employees in private industry. Prior clearance to discuss possible employment with, possible offers to, or possible hiring of any current or former government employee (military or civilian) as an employee or consultant must be obtained from the Human Resources if government employment occurred within the past 3 years.

10. Discrimination and Harassment.

The diversity of the Company's employees is a tremendous asset. The Company is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances.

11. Health and Safety.

The Company strives to provide each employee with a safe and healthful work environment. Each officer and 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.

Violence and threatening behavior are not permitted. Officers and employees should report to work in a condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated.

12. Record-Keeping.

ATS requires honest and accurate recording and reporting of information in order to make responsible business decisions.

Many officers and employees regularly use business expense accounts, which must be documented and recorded accurately. If an officer or employee is not sure whether a certain

expense is legitimate, the employee should refer to the ATS Travel and Business Meal Policy or make inquiry to the Accounting Department.

All of the Company's books, records, accounts, and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions, and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Business records and communications often become public, and the Company and its officers and employees in their capacity with the Company should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports. The Company's records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, directors, officers, and employees should consult with the Company's Chief Financial Officer before taking any action because it is critical that any impropriety or possible appearance of impropriety be avoided.

13. Confidentiality.

Directors, officers, and employees must maintain the confidentiality of confidential information entrusted to them by the Company or its customers, suppliers, joint venture partners, or others with whom the Company is considering a business or other transaction except when disclosure is authorized by an executive officer or required or mandated by laws or regulations. Confidential information includes all non-public information that might be useful or helpful to competitors or harmful to the Company or its customers and suppliers, if disclosed. It also includes information that suppliers and customers have entrusted to the Company. The obligation to preserve confidential information continues even after employment ends.

Employees with security clearances who have access to classified information must ensure that such information is handled in accordance with pertinent Federal procedures and regulations.

14. Protection and Proper Use of Company Assets.

All directors, officers, and employees should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. The Company's assets should be used for legitimate business purposes and should not be used for non-Company business.

The obligation to protect the Company's assets includes its proprietary information. Proprietary information includes but is not limited to intellectual property, such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information, and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.

15. Payments to Government Personnel.

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities that may be accepted by U.S. government personnel. The promise, offer, or delivery to an official or employee of the U.S. government of a gift, favor, or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules.

16. Corporate Disclosures.

All directors, officers, and employees should support the Company's goal to have full, fair, accurate, timely, and understandable disclosure in the periodic reports required to be filed by the Company with the SEC. Although most employees hold positions that are far removed from the Company's required filings with the SEC, each director, officer, and employee should promptly bring to the attention of the Chief Executive Officer or the Chief Financial Officer or the Audit Committee, as appropriate in the circumstances, any of the following:

- Any material information to which such individual may become aware that affects the disclosures made by the Company in its public filings or would otherwise assist the Chief Executive Officer, the Chief Financial Officer, the Disclosure Committee (if any), and the Audit Committee in fulfilling their responsibilities with respect to such public filings.
- Any information the individual may have concerning (a) significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize, and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures, or internal controls.
- Any information the individual may have concerning any violation of this Code, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company's financial reporting, disclosures, or internal controls.
- Any information the individual may have concerning evidence of a material violation of the securities or other laws, rules, or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or of violation of this Code.

In the case of any such information of which the Chief Executive Officer or any senior financial officer, including the Chief Financial Officer and principal accounting officer, becomes aware, such officer shall promptly bring such information to the attention of the Audit Committee.

The Company maintains a Web Portal and Hotline for employees to report any such information to the appropriate personnel in the Company.

17. Influencing Auditors.

Directors, officers, and employees may not influence, coerce, manipulate, or mislead any auditor, internal or independent, who is auditing the Company's financial statements, for the purpose of rendering the financial statements materially misleading.

18. Signature Policy.

The Company has adopted a Delegation of Authority that is designed to make certain all contracts, commitments and other agreements are reviewed for their terms and for compliance within the Company's budget. The signature policy is available on the Company's Intranet and sets forth who is authorized to sign contracts on the Company's behalf. If the director, officer, or employee is not named on the signature policy then such director, officer, or employee is not authorized to sign documents or legally bind the Company to any contract or other agreement.

Directors, officers, and employees may not enter into any side agreements, including oral promises, email agreements, or written letters, with customers, vendors, or partners without written approval of the Chief Executive Officer or Chief Financial Officer of the Company.

19. Waivers of the Code of Conduct.

Any waiver of this Code for directors or executive officers may be made only by the Board and will be promptly disclosed to stockholders together with the reasons for the waiver as required by applicable laws, rules, and regulations, including the rules of the SEC and NASDAQ. All such waivers shall be disclosed in a form 8-K within five business days of issuance of such waiver.

20. Publicly Available.

This Code shall be posted on the Company's website.

21. Reporting any Illegal or Unethical Behavior.

Directors and officers are encouraged to talk to the Chief Executive Officer, the Chief Financial Officer, or another executive officer of the Company, and employees are encouraged to talk to managers or other appropriate personnel, when in doubt about the best course of action in a particular situation. Directors, officers, and employees should report any observed illegal or unethical behavior and any perceived violations of laws, rules, regulations, or this Code to appropriate personnel. It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith. Directors, officers, and employees are expected to cooperate in internal investigations of misconduct.

The Company maintains a hotline and web portal for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or

auditing matters and (b) the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters.

22. Using Third-Party Copyrighted Material or Computer Software

The Company employees may sometimes need to use third-party copyrighted material to perform their jobs. Before such third-party material may be used, appropriate authorization from the copyright holder must be obtained. The need for permission may exist whether or not the end product containing third party material is for personal use; for Company internal or other use. It is against Company policy and it may be unlawful for any employee to copy, reproduce, scan, digitize, broadcast, or modify third-party copyrighted material when preparing Company products or promotional materials, unless written permission from the copyright holder has been obtained prior to the proposed use. Improper use could subject both the Company and the individuals involved to possible civil and criminal actions for copyright infringement. It is against Company policy for employees to use the Company's facilities for the purpose of making or distributing unauthorized copies of third-party copyrighted materials for personal use or for use by others.

The Company licenses the use of computer software from a variety of outside companies. The Company does not own this software or related documentation and, unless authorized by the software developer, does not have the right to reproduce such software. Any such software must be used by employees on individual machines, local area networks or on multiple machines, strictly in accordance with the license agreement. Employees learning of the misuse of software or related documentation within the Company should report the misuse according to the procedures described in Section 21 of this Code.

23. Political Contributions

Corporate political contributions are governed by a myriad of federal and state laws and regulations that affect the legality of such contributions under various conditions. Accordingly, no direct or indirect contribution or expenditure of Company funds or assets shall be made in connection with any federal, state, or local election or in connection with any other political activity. This prohibition includes, in addition to any direct or indirect payment, loan, deposit or guarantee, the performance of services, and the furnishing of anything of value by the employee as part of his or her duties for the Company. Of course, Company employees may participate in any political activities of their choice on an individual basis, with their own money and on their own time.

Questions as to the propriety of any action that may involve a political candidate or campaign are to be discussed with the Company's Chief Financial Officer before taking any steps that may involve any employee or the Company in possible violation of the law.

24. Enforcement.

The Board shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of this Code. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code and to these additional procedures, and may include written notices to the individual involved that the Board

has determined that there has been a violation, censure by the Board, demotion or re-assignment of the individual involved, suspension with or without pay or benefits (as determined by the Board), and termination of the individual's employment or position. In determining the appropriate action in a particular case, the Board or such designee shall 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.

ATS Corporation
Code of Conduct Certification

Employee Acknowledgement: Compliance Standards and Procedures

As indicated by Employee's signature below, Employee acknowledges the following:

This Code is intended as a statement of basic principles and standards and does not include specific rules that apply to every situation. Its contents must be viewed within the framework of the Company's other policies, practices, instructions and the requirements of applicable laws, rules and regulations. Moreover, the absence of a specific corporate policy, practice or instruction covering a particular situation does not relieve you of the responsibility for exercising the highest ethical standards applicable to the circumstances.

Since this Code does not anticipate every situation that will arise, it is important that each Employee approach a new question or problem in a deliberate fashion as follows:

- (a) Determine the facts.
- (b) Determine what is the specific conduct or action in question.
- (c) Clarify your responsibilities and role.
- (d) Seek guidance before taking any action that you believe may or could be unethical or dishonest.

You will be governed by the following compliance standards:

- you are personally responsible for your own conduct and for complying with all provisions of this Code and for properly reporting known or suspected violations of this Code;
- you must use your best efforts to ensure that employees under your supervision or who report to you understand and comply with this Code (even though it may not be directly applicable to them);
- no one has the authority or right to order, request or even influence you to violate this Code or any applicable law, rule or regulation, and a request or order from another person will not be an excuse if you violate this Code;
- any attempt by you to induce another director, officer or employee of the Company to violate this Code, whether successful or not, is a violation of this Code and may be a violation of law;
- any retaliation or threat of retaliation against any director, officer or employee of the Company for refusing to violate this Code, or for reporting in good faith the violation or suspected violation of this Code, is a violation of this Code and may be a violation of law; and
- every reported violation of this Code that is credible will be investigated.

I have received a copy of the ATS Corporation Code of Conduct (the "Code"), that I have read the Code, and understand that it sets forth the ethical standards of conduct with respect to my duties, responsibilities and obligations of my employment with the Company. I understand and agree that it is my responsibility to know and understand the Code in its entirety and to abide by the rules, policies and standards set forth within it, and to review and acknowledge the Code annually. I further acknowledge that it is solely my responsibility to seek clarification of any portion of the Code which is unclear or confusing.

Finally, I understand that my continued employment requires me to adhere to the policies and rules set forth in the Code, and that failure to abide by such policies could result in disciplinary action including, without limitation, termination of my employment with the Company.

Signature
Printed Name: _____
Date: _____