



**ADUROMED INDUSTRIES, INC.
AND ADUROMED CORPORATION
CODE OF BUSINESS CONDUCT
AND ETHICS**

November, 2008

**ADUROMED CORPORATION
CODE OF BUSINESS CONDUCT AND ETHICS**

THIS CODE APPLIES TO EVERY DIRECTOR AND OFFICER (INCLUDING OUR CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER) OF ADUROMED INDUSTRIES, INC. AND ADUROMED CORPORATION (COLLECTIVELY, THE “COMPANY”).

To further the Company’s fundamental principles of honesty, loyalty, fairness and forthrightness, we have established this Code of Business Conduct and Ethics (this “Code”). Our Code strives to deter wrongdoing and promote the following six objectives:

1. Honest and ethical conduct;
2. Avoidance of conflicts of interest;
3. Full, fair, accurate, timely and transparent disclosure;
4. Compliance with the applicable government and self-regulatory organization laws, rules and regulations;
5. Prompt internal reporting of Code violations; and
6. Accountability for compliance with the Code.

Below, we discuss situations that require application of our fundamental principles and promotion of our objectives. If there is a conflict between this Code and a specific procedure you should consult the Company’s Disclosure Committee or legal counsel for guidance.

ACCOUNTABILITY FOR COMPLIANCE WITH THE CODE

Each of the Company’s directors and officers is expected to:

Understand. The Company expects **YOU** to understand the requirements of your position including Company expectations and governmental rules and regulations that apply to your position.

Comply. The Company expects **YOU** to comply with this Code and all applicable laws, rules and regulations.

Report. The Company expects **YOU** to report any violation of this Code of which you become aware.

Accountable. The Company holds **YOU** accountable for complying with this Code.

IMPORTANT CONTACT INFORMATION

Chairman of the Audit Committee of the Board of Directors – Mr. Ronald A. LaMorte,
(hotline telephone number: 1-800-826-6762)

Members of the Disclosure Committee:

A. Scott Grisanti, Director, President and Chief Executive Officer (Disclosure Committee Chairperson) (Company extension: 1180; direct dial: 908-663-2442; email: sgrisanti@aduromed.com)

B. Kevin T. Dunphy, Treasurer and Chief Financial Officer (Company extension: 1200; direct dial: 203-702-4520; email: kdunphy@aduromed.com)

C. Cheryl Kaine Sadowski, Vice President and Controller (direct dial: 908-663-2442; email: csadowski@aduromed.com)

D. Sean S. Macpherson, Legal Counsel (Company extension: 1140; direct dial: 203-702-4514; email: smacpherson@aduromed.com)

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ACCOUNTING POLICIES

The Company and each of its subsidiaries will make and keep books, records and accounts, which in reasonable detail accurately and fairly present the transactions and disposition of the assets of the Company.

All directors, officers, employees and other persons are prohibited from directly or indirectly falsifying or causing to be false or misleading any financial or accounting book, record or account. You and others are expressly prohibited from directly or indirectly manipulating an audit, and from destroying or tampering with any record, document or tangible object with the intent to obstruct a pending or contemplated audit, review or federal investigation. The commission of, or participation in, one of these prohibited activities or other illegal conduct will subject you to federal penalties, as well as punishment of up to and including termination of employment.

No director, officer or employee of the Company may directly or indirectly (1) make or cause to be made a materially false or misleading statement, or (2) omit to state, or cause another person to omit to state, any material fact necessary to make statements made not misleading, in connection with the audit of financial statements by independent accountants, the preparation of any required reports whether by independent or internal accountants, or any other work which involves or relates to the filing of a document with the Securities and Exchange Commission (“SEC”).

AMENDMENTS AND MODIFICATIONS OF THIS CODE

There shall be no amendment or modification to this Code except by a vote of the Board of Directors or a designated board committee that will ascertain whether an amendment or modification is appropriate.

In case of any amendment or modification of this Code that applies to an officer or director of the Company, the amendment or modification shall be posted on the Company’s website within two days of the board vote or shall be otherwise disclosed as required by applicable law or the rules of any stock exchange upon which the Company’s stock is traded. Notice posted on the website shall remain there for a period of 12 months and shall be retained in the Company’s files as required by law.

ANONYMOUS REPORTING

If you wish to make a complaint regarding the Company’s accounting, internal accounting controls, or auditing matters or submit a concern regarding questionable accounting or auditing matters, or report any other suspected violation of this Code anonymously, you may call the Anonymous Reporting Hotline at 1-800-826-6762. This hotline is operated by an independent third party that the Company has retained. All reports received on this hotline are referred directly to the Audit Committee. You do not have to reveal your identity in order to make a report on this hotline. If you do reveal your identity, it will not be disclosed to the Audit Committee or the Company unless

disclosure is unavoidable during an investigation. The Anonymous Reporting Hotline is maintained by the Audit Committee pursuant to its charter.

ANTI-BOYCOTT AND U.S. SANCTIONS LAWS

The Company must comply with anti-boycott laws, which prohibit it from participating in, and require us to report to the authorities any request to participate in, a boycott of a country or businesses within a country. If you receive such a request, report it to the chief executive officer or chief financial officer of the Company. We will also not engage in business with any government, entity, organization or individual where doing so is prohibited by applicable laws. For more information on these laws contact the Company's legal staff.

ANTITRUST AND FAIR COMPETITION LAWS

The purpose of antitrust laws in the United States and most other countries is to provide a level playing field to economic competitors and to promote fair competition. No director, officer or employee, under any circumstances or in any context, may enter into any understanding or agreement, whether express or implied, formal or informal, written or oral, with an actual or potential competitor, which would illegally limit or restrict in any way either party's actions, including the offers of either party to any third party. This prohibition includes any action relating to prices, costs, profits, products, services, terms or conditions of sale, market share or customer or supplier classification or selection.

It is our policy to comply with all U.S. antitrust laws. This policy is not to be compromised or qualified by anyone acting for or on behalf of our Company. You must understand and comply with the antitrust laws as they may bear upon your activities and decisions. Anti-competitive behavior in violation of antitrust laws can result in criminal penalties, both for you and for the Company. Accordingly, any question regarding compliance with antitrust laws or your responsibilities under this policy should be directed to the Company's legal staff. Any director, officer or employee found to have knowingly participated in violating the antitrust laws will be subject to disciplinary action, up to and including termination of employment.

BRIBERY

You are strictly forbidden from offering, promising or giving money, gifts, loans, rewards, favors or anything of value to any governmental official, employee, agent or other intermediary (either inside or outside the United States) which is prohibited by law. Those paying a bribe may subject the Company and themselves to civil and criminal penalties. When dealing with government customers or officials, no improper payments will be tolerated. If you receive any offer of money or gifts that is intended to influence a business decision, it should be reported to your supervisor or a member of the Disclosure Committee immediately.

The Company prohibits improper payments in all of its activities, whether these activities are with governments or in the private sector.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

The Company's goal and intention is to comply with the laws, rules and regulations by which we are governed. In fact, we strive to comply not only with requirements of the law but also with recognized compliance practices. All illegal activities or illegal conduct are prohibited whether or not they are specifically set forth in this Code.

Where law does not govern a situation or where the law is unclear or conflicting, you should discuss the situation with your supervisor and management should seek advice from the Company's legal staff. Business should always be conducted in a fair and forthright manner. Directors, officers and employees are expected to act according to high ethical standards.

COMPUTER AND INFORMATION SYSTEMS

For business purposes, officers and employees are provided telephones and computer workstations and software, including network access to computing systems such as the Internet and e-mail, to improve personal productivity and to efficiently manage proprietary information in a secure and reliable manner. You must obtain the permission from the Network Administrator to install any software on any Company computer or connect any personal laptop to the Company network. As with other equipment and assets of the Company, we are each responsible for the appropriate use of these assets. Except for limited personal use of the Company's telephones and computer/e-mail, such equipment may be used only for business purposes. Officers and employees should not expect a right to privacy of their e-mail or Internet use. All e-mails or Internet use on Company equipment is subject to monitoring by the Company.

CONFIDENTIAL AND PROPRIETARY INFORMATION

It is the Company's policy to ensure that all operations, activities and business affairs of the Company and our business associates are kept confidential to the greatest extent possible. Confidential information includes all non-public information that might be of use to competitors, or that might be harmful to the Company or its customers if disclosed. Confidential and proprietary information about the Company or its business associates belongs to the Company, must be treated with strictest confidence and is not to be disclosed or discussed with others.

Unless otherwise agreed to in writing, confidential and proprietary information includes any and all methods, inventions, improvements or discoveries, whether or not patentable or copyrightable, and any other information of a similar nature disclosed to the directors, officers or employees of the Company or otherwise made known to the Company as a consequence of or through employment or association with the Company

(including information originated by the director, officer or employee). This can include, but is not limited to, information regarding the Company's business, products, processes, and services. It also can include information relating to research, development, inventions, trade secrets, intellectual property of any type or description, data, business plans, marketing strategies, engineering, contract negotiations, contents of the Company intranet and business methods or practices.

The following are examples of information that is not considered confidential:

- Information that is in the public domain to the extent it is readily available;
- Information that becomes generally known to the public other than by disclosure by the Company or a director, officer or employee; or
- Information you receive from a party that is under no legal obligation of confidentiality with the Company with respect to such information.

We have exclusive property rights to all confidential and proprietary information regarding the Company or our business associates. The unauthorized disclosure of this information could destroy its value to the Company and give others an unfair advantage. You are responsible for safeguarding Company information and complying with established security controls and procedures. All documents, records, notebooks, notes, memoranda and similar repositories of information containing information of a secret, proprietary, confidential or generally undisclosed nature relating to the Company or our operations and activities made or compiled by the director, officer or employee or made available to you prior to or during the term of your association with the Company, including any copies thereof, unless otherwise agreed to in writing, belong to the Company and shall be held by you in trust solely for the benefit of the Company, and shall be delivered to the Company by you on the termination of your association with us or at any other time we request.

CONFIDENTIAL INFORMATION BELONGING TO OTHERS

You must respect the confidentiality of information, including, but not limited to, trade secrets and other information given in confidence by others, including but not limited to partners, suppliers, contractors, competitors or customers, just as we protect our own confidential information. However, certain restrictions about the information of others may place an unfair burden on the Company's future business. For that reason, directors, officers and employees should coordinate with the Company's legal staff to ensure appropriate agreements are in place prior to receiving any confidential third-party information. These agreements must reflect a balance between the value of the information received on the one hand and the logistical and financial costs of maintaining confidentiality of the information and limiting the Company's business opportunities on the other. In addition, any confidential information that you may possess from an outside source, such as a previous employer, must not, so long as such information remains confidential, be disclosed to or used by the Company. Unsolicited confidential

information submitted to the Company should be refused, returned to the sender where possible and deleted, if received via the Internet.

CONFLICTS OF INTEREST

Conflicts of interest can arise in virtually every area of our operations. A “conflict of interest” exists whenever an individual’s private interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of the Company. We must strive to avoid conflicts of interest. We must each make decisions solely in the best interest of the Company. Any business, financial or other relationship with suppliers, customers or competitors that might impair or appear to impair the exercise of our judgment solely for the benefit of the Company is prohibited.

Here are some examples of conflicts of interest:

Family Members. Actions of family members may create a conflict of interest. For example, gifts to family members by a supplier of the Company are considered gifts to you and must be reported. Doing business for the Company with organizations where your family members are employed or that are partially or fully owned by your family members or close friends may create a conflict or the appearance of a conflict of interest. For purposes of this Code “family members” includes any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, and adoptive relationships.

Gifts, Entertainment, Loans, or Other Favors. Directors, officers and employees shall not seek or accept personal gain, directly or indirectly, from anyone soliciting business from, or doing business with the Company, or from any person or entity in competition with us. Examples of such personal gains are gifts, non-business-related trips, gratuities, favors, loans, and guarantees of loans, excessive entertainment or rewards. However, you may accept gifts of a nominal value. Other than common business courtesies, directors, officers, employees and independent contractors must not offer or provide anything to any person or organization for the purpose of influencing the person or organization in their business relationship with us.

Directors, officers and employees are expected to deal with advisors or suppliers who best serve the needs of the Company as to price, quality and service in making decisions concerning the use or purchase of materials, equipment, property or services. Directors, officers and employees who use the Company’s advisors, suppliers or contractors in a personal capacity are expected to pay market value for materials and services provided.

Outside Employment. Officers and employees may not participate in outside employment, self-employment, or serve as officers, directors, partners or consultants for outside organizations, if such activity:

1. reduces work efficiency;

2. interferes with your ability to act conscientiously in our best interest; or
3. requires you to utilize our proprietary or confidential procedures, plans or techniques.

You must inform your supervisor of any outside employment, including the employer's name and expected work hours.

Reporting Conflicts of Interest or Potential Conflicts of Interest. You should report any actual or potential conflict of interest involving yourself or others of which you become aware to your supervisor or a member of the Disclosure Committee. Officers and directors should report any actual or potential conflict of interest involving yourself or others of which you become aware to the Chairman of the Audit Committee of the Board of Directors.

CORPORATE COMMUNICATIONS

See Investor and Public Relations.

CORPORATE OPPORTUNITIES AND USE AND PROTECTION OF COMPANY ASSETS

You are prohibited from:

1. taking for yourself, personally, opportunities that are discovered through the use of Company property, information or position;
2. using Company property, information or position for personal gain; or
3. competing with the Company.

You have a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

You are personally responsible and accountable for the proper expenditure of Company funds, including money spent for travel expenses or for customer entertainment. You are also responsible for the proper use of property over which you have control, including both Company property and funds and property that customers or others have entrusted to your custody. Company assets must be used only for proper purposes.

Company property should not be misused. Company property may not be sold, loaned or given away regardless of condition or value, without proper authorization. Each director, officer and employee should protect our assets and ensure their efficient use.

Theft, carelessness and waste have a direct impact on the Company's profitability. Company assets should be used only for legitimate business purposes.

DISCIPLINE FOR NONCOMPLIANCE WITH THIS CODE

Disciplinary actions for violations of this Code of Business Conduct and Ethics can include oral or written reprimands, suspension or termination of employment or a potential civil lawsuit against you.

The violation of laws, rules or regulations, which can subject the Company to fines and other penalties, may result in your criminal prosecution.

DISCLOSURE POLICIES AND CONTROLS

The continuing excellence of the Company's reputation depends upon our full and complete disclosure of important information about the Company that is used in the securities marketplace. Our financial and non-financial disclosures and filings with the SEC must be transparent, accurate and timely. Proper reporting of reliable, truthful and accurate information is a complex process involving cooperation between many departments and disciplines. We must all work together to insure that reliable, truthful and accurate information is disclosed to the public.

The Company must disclose to the SEC, current security holders and the investing public information that is required, and any additional information that may be necessary to ensure the required disclosures are not misleading or inaccurate. The Company requires you to participate in the disclosure process, which is overseen by the Disclosure Committee and the CEO and CFO. The disclosure process is designed to record, process, summarize and report material information as required by all applicable laws, rules and regulations. Participation in the disclosure process is a requirement of a public company, and full cooperation and participation by members of the Disclosure Committee, CEO, CFO and, upon request, other employees in the disclosure process is a requirement of this Code.

Officers and employees must fully comply with their disclosure responsibilities in an accurate and timely manner or be subject to discipline of up to and including termination of employment. In order to more thoroughly understand the Company's policy in this area, please read **EXHIBIT B - DISCLOSURE POLICY AND REGULATION FD**.

ENVIRONMENT, HEALTH AND SAFETY

The Company is committed to managing and operating our worldwide assets in a manner that is protective of human health and safety and the environment. It is our policy to comply, in all material respects, with applicable health, safety and environmental laws

and regulations. Each employee is also expected to comply with our policies, programs, standards and procedures.

FAIR DEALING WITH OTHERS

No director, officer or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

FILING OF GOVERNMENT REPORTS

Any reports or information provided, on our behalf, to federal, state, local or foreign governments should be true, complete and accurate. Any omission, misstatement or lack of attention to detail could result in a violation of the reporting laws, rules and regulations.

FOREIGN CORRUPT PRACTICES ACT

The United States Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to foreign government officials or foreign political candidates in order to obtain, retain or direct business.

Accordingly, corporate funds, property or anything of value may not be, directly or indirectly, offered or given by you or an agent acting on our behalf, to a foreign official, foreign political party or official thereof or any candidate for a foreign political office for the purpose of influencing any act or decision of such foreign person or inducing such person to use his influence or in order to assist in obtaining or retaining business for, or directing business to, any person.

You are also prohibited from offering or paying anything of value to any foreign person if it is known or there is a reason to know that all or part of such payment will be used for the above-described prohibited actions. This provision includes situations when intermediaries, such as affiliates, or agents, are used to channel payoffs to foreign officials.

The Foreign Corrupt Practices Act also contains significant internal accounting control and record-keeping requirements that apply to the Company's domestic and international operations.

INSIDER TRADING OR TIPPING

Directors, officers and employees who are aware of material, non-public information from or about the Company (an "insider"), are not permitted, directly or through family members or other persons or entities, to:

- Buy or sell securities (or derivatives relating to such securities) of the Company, including transfers in or out of any Company employee stock plan, or

- Pass on, tip or disclose material, nonpublic information to others outside the Company including family and friends.

Such buying, selling or trading of securities may be punished by discipline of up to and including termination of employment; civil actions, resulting in penalties of up to three times the amount of profit gained or loss avoided by the inside trade or stock tip; or criminal actions, resulting in fines and jail time.

Examples of information that may be considered material, non-public information in some circumstances are:

- Undisclosed annual, quarterly or monthly financial results, a change in earnings or earnings projections, or unexpected or unusual gains or losses in major operations;
- Undisclosed negotiations and agreements regarding mergers, concessions, joint ventures, acquisitions, divestitures, business combinations or tender offers;
- An undisclosed increase or decrease in dividends on the Company's common stock;
- Undisclosed major management changes;
- A substantial contract award or termination that has not been publicly disclosed;
- A major lawsuit or claim that has not been publicly disclosed;
- The gain or loss of a significant customer or supplier that has not been publicly disclosed;
- An undisclosed filing of a bankruptcy petition by the Company or a significant subsidiary;
- Information that is considered confidential; and
- Any other undisclosed information that could affect our stock price.

Another Company's Securities.

The same policy also applies to securities issued by another company if you have acquired material, nonpublic information relating to such company in the course of your employment or affiliation with the Company.

Trades Following Disclosure.

When material information has been publicly disclosed, each insider must continue to refrain from buying or selling the securities in question until the third business day after the information has been publicly released to allow the markets time to absorb the information.

INTELLECTUAL PROPERTY: PATENTS, COPYRIGHTS AND TRADEMARKS

Except as otherwise agreed to in writing between the Company and an officer or employee, all intellectual property you conceive or develop during the course of your employment shall be the sole property of the Company. The term intellectual property includes any invention, discovery, concept, idea, or writing whether protectable or not by any United States or foreign copyright, trademark, patent, or common law including, but not limited to designs, materials, compositions of matter, machines, manufactures, processes, improvements, data, computer software, writings, formula, techniques, know-how, methods, as well as improvements thereof or know-how related thereto concerning any past, present, or prospective activities of the Company.

Officers and employees must promptly disclose in writing to the Company any intellectual property developed or conceived either solely or with others during the course of your employment and must render any and all aid and assistance, at our expense to secure the appropriate patent, copyright, or trademark protection for such intellectual property.

Works of authorship including literary works such as books, articles, and computer programs; musical works, including any accompanying words; dramatic works, including any accompanying music; pantomimes and choreographic works; pictorial, graphic, and sculptural works; motion pictures and other audiovisual works; sound recordings; and architectural works are protected by United States and foreign copyright law as soon as they are reduced to a tangible medium perceptible by humans with or without the aid of a machine. A work does NOT have to bear a copyright notice in order to be protected and without the copyright owner's permission, no one may make copies of the work, create derivative works, distribute the work, perform the work publicly, or display the work publicly.

If you are unclear as to the application of this Intellectual Property Policy or if questions arise, please consult with the Company's legal staff.

INVESTOR AND PUBLIC RELATIONS

It is very important that the information disseminated about the Company be both accurate and consistent. For this reason, the Disclosure Committee is responsible for the Company's internal and external communications, including public communications with stockholders, analysts and other interested members of the financial community. The Disclosure Committee is responsible for our marketing and advertising activities and communication with employees, the media, local communities and government officials. The Disclosure Committee serves as the spokesperson in both routine and crisis situations. In some cases where information about a non-routine incident should be made available to the media before a member of the Disclosure Committee has arrived, field personnel who have been trained in crisis response are authorized to speak for us until a member of the Disclosure Committee is available to handle media inquiries.

NON-RETALIATION FOR REPORTING

In no event will the Company take or threaten any action against you as a reprisal or retaliation for making a complaint or disclosing or reporting information in good faith. However, if a reporting individual was involved in improper activity the individual may be appropriately disciplined even if he or she was the one who disclosed the matter to the Company. In these circumstances, we may consider the conduct of the reporting individual in reporting the information as a mitigating factor in any disciplinary decision.

We will not allow retaliation against an employee for reporting a possible violation of this Code in good faith. Retaliation for reporting a federal offense is illegal under federal law and prohibited under this Code. Retaliation for reporting any violation of a law, rule or regulation or a provision of this Code is prohibited. Retaliation will result in discipline up to and including termination of employment and may also result in criminal prosecution.

PATENTS, COPYRIGHTS, AND TRADEMARKS

See Intellectual Property.

POLITICAL CONTRIBUTIONS

You must refrain from making any use of Company, personal or other funds or resources on behalf of the Company for political or other purposes which are improper or prohibited by the applicable federal, state, local or foreign laws, rules or regulations. Company contributions or expenditures in connection with election campaigns will be permitted only to the extent allowed by federal, state, local or foreign election laws, rules and regulations.

You are encouraged to participate actively in the political process. We believe that individual participation is a continuing responsibility of those who live in a free country.

PROHIBITED SUBSTANCES

We have policies prohibiting the use of illegal drugs or other prohibited items, including legal drugs which affect the ability to perform one's work duties, while on Company premises. We also prohibit the possession or use of firearms, weapons or explosives on our property unless authorized by an Executive Officer of the Company. We may perform pre—employment and random drug testing on employees.

RECORD RETENTION

We have detailed document retention policies to establish retention periods for records created or received in the normal course of business. A record is any information, regardless of physical format, which has been created or received in the transaction of the

Company's business. Physical format of a record includes hard copy, electronic, magnetic tape, disk, audio, video, optical image, etc. Each department is responsible for the maintenance, retrieval, transfer, and destruction of its records in accordance with the established filing procedures, records retention schedules and procedures.

The alteration, destruction or falsification of corporate documents or records may constitute a criminal act. Destroying or altering documents with the intent to obstruct a pending or anticipated official government proceeding is a criminal act and could result in large fines and a prison sentence of up to 20 years. Document destruction or falsification in other contexts can result in a violation of the federal securities laws or the obstruction of justice laws.

Before any destruction of any documents or records, you must consult the Company's document retention procedures. You are required to review, follow and abide by the terms of those procedures. If the procedure is not clear, questions arise, or there is a pending or anticipated official proceeding, then the Disclosure Committee must approve any document destruction.

RELATIONS AMONG EMPLOYEES: RESPECT AND CONTRIBUTION

We function as a team. Your success as part of this team depends on your contribution and ability to inspire the trust and confidence of your coworkers and supervisors. Respect for the rights and dignity of others and a dedication to the good of our Company are essential.

A cornerstone of our success is the teamwork of our directors, officers and employees. We must each respect the rights of others while working as a team to fulfill our objectives. To best function as part of a team, you must be trustworthy and dedicated to high standards of performance. The relationships between business groups also require teamwork.

To facilitate respect and contribution among employees, we have implemented the following employment policies:

- To hire, pay and assign work on the basis of qualifications and performance;
- Not to discriminate on the basis of race, religion, ethnicity, national origin, color, gender, age, citizenship, veteran's status, marital status or disability;
- To attract and retain a highly talented workforce;
- To encourage skill growth through training and education and promotional opportunities;
- To encourage an open discussion between all levels of employees and to provide an opportunity for feedback from the top to the bottom and from the bottom to the top;
- To prohibit any sexual, physical, verbal or any other kind of harassment by others while an employee is on the job;
- To make the safety and security of our employees while at Company facilities a priority;

- To recognize and reward additional efforts that go beyond our expectations; and
- To respect all workers' rights to dignity and personal privacy by not disclosing employee information, including protected health information, unnecessarily.

REPORTING OF CODE VIOLATIONS

You should be alert and sensitive to situations that could result in actions that might violate federal, state, or local laws or the standards of conduct set forth in this Code. If you believe your own conduct or that of a fellow employee may have violated any such laws or this Code, you have an obligation to report the matter.

Generally, you should raise such matters first with an immediate supervisor. However, if you are not comfortable bringing the matter up with your immediate supervisor, or do not believe the supervisor has dealt with the matter properly, then you should raise the matter with the Disclosure Committee. The most important point is that possible violations should be reported and we support all means of reporting them.

Directors and officers should report any potential violations of this Code to a member of the Audit Committee of the Board of Directors.

WAIVERS

There shall be no waiver of any part of this Code for any director or officer except by a vote of the Board of Directors or a designated board committee that will ascertain whether a waiver is appropriate under all the circumstances. In case a waiver of this Code is granted to a director or officer, the notice of such waiver shall be posted on our website within five days of the Board of Director's vote or shall be otherwise disclosed as required by applicable law or the rules of any stock exchange upon which the Company's stock is traded. Notices posted on our website shall remain there for a period of 12 months and shall be retained in our files as required by law.

A waiver for a specific event arising under the "Conflicts of Interest" section of this Code may be granted to an employee that is not a director or officer on the approval of two of the members of the Disclosure Committee. No other waivers of this Code are permitted.

CONCLUSION

This Code is an attempt to point all of us at the Company in the right direction but no document can achieve the level of principled compliance that we are seeking. In reality, each of us must strive every day to maintain our awareness of these issues and to comply with the Code's principles to the best of our abilities.

Before we take an action, we must always ask ourselves:

Does it feel right?

Is this action ethical in every way?

Is this action in compliance with the law?

Could my action create an appearance of impropriety?

Am I trying to fool anyone, including myself about the propriety of this action?

If an action would elicit the wrong answer to any of these questions, do not take it. We cannot expect perfection, but we do expect good faith. If you act in bad faith or fail to report illegal or unethical behavior, then you will be subject to disciplinary procedures. We hope that you agree that the best course of action is to be honest, forthright and loyal at all times.

EXHIBIT A
**CERTIFICATE OF ETHICS FOR THE CHIEF EXECUTIVE OFFICER AND,
CHIEF FINANCIAL OFFICER**

In my role as Chief Executive Officer (“CEO”) or Chief Financial Officer (“CFO”) of Aduromed Corporation (the “Company”), I have adhered to and advocated to the best of my knowledge and ability the following principles and responsibilities governing professional conduct and ethics:

1. Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships. A “conflict of interest” exists when an individual’s private interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of the Company.

2. Provide constituents with information that is accurate, complete, objective, relevant, timely and understandable. If I am the CEO or CFO I shall review the annual and quarterly reports before certifying and filing them with the SEC.

3. Comply with all applicable laws, rules and regulations of federal, state and local governments, and other appropriate private and public regulatory agencies.

4. Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing my independent judgment to be subordinated.

5. Respect the confidentiality of information acquired in the course of business except when authorized or otherwise legally obligated to disclose the information. I acknowledge that confidential information acquired in the course of business is not to be used for personal advantage.

6. Promote ethical behavior among employees at the Company and as a responsible partner with industry peers and associates.

7. Maintain control over and responsibly manage all assets and resources employed or entrusted to me by the Company.

8. Report illegal or unethical conduct by any director, officer or employee that has occurred, is occurring or may occur, including any potential violations of the Company’s Code of Business Conduct and Ethics (the “Code”). Such report shall be made to a member of the Audit Committee of the Board of Directors and shall include conduct of a financial or non-financial nature.

9. Comply with the Code. I understand that if I violate any part of the Code, I will be subject to disciplinary action.

I understand that the Code is subject to all applicable laws, rules and regulations.

I understand that there shall be no waiver of, modification of, or change to any part of the Code except by a vote of the Board of Directors or a designated Board committee. In the event that a waiver of, modification of, or a change to the Code is granted, then the notice of the waiver, modification and/or change shall be posted on the Company's website within five business days of the Board of Director's or designated Board committee's vote or shall be disclosed otherwise as required by applicable law or SEC rules or rules of any stock exchange upon which the Company's stock is traded. Notices posted on the Company website shall remain there for a period of 12 months and shall be retained in the Company's files as required by law.

Chief Executive Officer

Chief Financial Officer

EXHIBIT B

DISCLOSURE POLICY AND REGULATION FD

Our Company is committed to fair disclosure to investors in compliance with all applicable securities laws. Our corporate policy, reflecting current legal requirements, is that our employees and board members will not make any disclosure of material nonpublic information about the Company to anyone outside the Company (other than to persons who first agree in writing to maintain confidentiality), unless we disclose it to the public at the same time. This policy has been adopted in response to SEC rules concerning the practice known as “selective disclosure” of material nonpublic information. All questions about this policy should be directed to a member of the Company’s Disclosure Committee. The Disclosure Committee is responsible for interpreting this policy and for establishing and implementing procedures to ensure compliance of all communications with applicable securities laws.

In keeping with the requirements of Regulation FD (Fair Disclosure) of the Securities and Exchange Commission, all queries from news reporters, financial analysts and research firms must be funneled through the Disclosure Committee, who will ensure that no selective disclosure of information occurs. This is a highly technical area with important consequences for the Company. If you believe that a disclosure of material nonpublic information about the Company may have occurred, notify a member of the Disclosure Committee.

Here are examples of the areas affected by this policy:

- Quarterly earnings releases and related conference calls
- Speeches, interviews and conferences
- Providing “guidance” as to the Company’s performance or results
- Responding to market rumors
- Contacts with financial analysts covering the Company
- Reviewing analyst reports and similar materials
- Referring to or distributing analyst reports on the Company
- Analyst and investor visits
- Postings on our website

The Company is committed to disclosing information about itself fully and promptly, and constantly seeks to improve its financial communication program.

Following are the standards by which the Company will disclose information about itself.

1. **Earnings Guidance:** We do not currently intend to provide quarterly and yearly earnings forecast. We will not comment one way or the other on individual earnings estimates or street consensus, including First Call or any other service.

2. **Analysts' Models:** We will not review analysts' financial models and research reports. We will assist with historical data and previously disclosed public information.

3. **Updates:** We do not currently intend to give running updates during the quarter on earnings.

4. **One-on-One Meetings:** These meetings will be limited to previously released financial information and historical data; information regarding markets, products, processes, etc., will be discussed as long as it is not considered to be material information.

5. **Analyst and Investor Conferences:** We continue to look forward to participating in and presenting at these meetings. We will put the formal presentation on our Web site prior to the meeting. We will encourage the organizer to make webcasting connectivity available for the formal presentation.

6. **Quiet Period:** Our quiet period will begin two weeks prior to the earnings release and end two business days after the earnings release. We will have no one-on-one meetings during this time, and access to senior executives will be restricted.

Who may receive nonpublic material information?

There are certain people who are required by professional responsibility or by contract to keep our information confidential. These include our employees, our attorneys, our accountants, our investment bankers, and people or entities that are subject to nondisclosure agreements with us. If you are in doubt as to whether someone falls within this category, don't guess: contact the Disclosure Committee for guidance.

What if an unauthorized disclosure of nonpublic material information happens?

If you believe such an unauthorized disclosure may have occurred, immediately contact a member of the Disclosure Committee. Certain inadvertent disclosures or nonpublic material information can be "cured" by appropriate and prompt subsequent disclosure.

Why should these issues concern me?

As an employee, you are expected to comply with all Company policies. Disclosure of material nonpublic information could have significant negative consequences to the Company. As an individual, you are required to comply with all applicable laws. Under SEC rules, as an individual you could be held liable for substantial penalties if you disclose material nonpublic information in a deliberate or reckless way.

How do we give "guidance" about our expected future results?

We may determine that it is appropriate to make statements about our expectations for future results. The decision whether or not to do so is the responsibility of the Disclosure Committee. If we provide guidance we generally will do so by press release and Form 8-K. We will not change or confirm this guidance in any material respect except in the same way.

Will we comment on analyst reports?

We will not review or comment upon any financial analyst reports except as approved by the Disclosure Committee. In any event, such review or comment shall be limited to immaterial matters or to confirm factual accuracy consistent with available public information.

How do we preclear speeches and other public presentations?

All proposed disclosures of material nonpublic information about the Company, or participation in speeches, interviews or conferences where persons covered by this policy may be in attendance, must be reviewed and approved by the Disclosure Committee. Spokespersons should adhere to the script and not disclose any material nonpublic information about the Company during any “break out” or question-and-answer sessions.

What about visits by analysts or other financial professionals?

Any visits should be precleared with the Disclosure Committee. Any communications during visits will be subject to this policy.

How do we respond to market or media rumors?

Whether or not the rumor has any basis in fact, we normally will respond by saying: “Our policy is not to comment on rumors or speculation.” Like most companies, we follow this approach consistently in order to avoid providing an implied confirmation or denial in other circumstances. Any exceptions to this policy must be approved by the Disclosure Committee.

What kinds of persons and disclosures does this policy cover?

This policy covers all disclosures to people (other than to our fellow employees) who may be expected to trade in our securities, which includes our stockholders and other security holders, securities brokers and dealers, financial analysts and financial institutions. If you are in doubt as to whether someone is covered by this policy, then either (i) assume that they are or (ii) contact a member of the Disclosure Committee for guidance.

What can I talk about with customers and suppliers?

You should feel free to discuss company matters with customers and suppliers and maintain relationships with such persons which promote the company's business. However, no customer or supplier can reasonably expect to have access to non-public information outside the guidelines for maintaining such information as confidential as set forth in the company's Code of Business Conduct and Ethics. Familiarize yourself with the company's publicly available information as set forth in the company's SEC reports and utilize this information as much as possible in conversations with customers and suppliers. If you are asked by a customer or supplier to divulge information which is not contained in the company's SEC reports and is not otherwise generally available to the public, inform such person that it is your company's policy to pre-clear such information through the Disclosure Committee. If you are in doubt as to any information asked for, contact a member of the Disclosure Committee for guidance.

What is material nonpublic information?

"Material" information is information that investors in our securities would consider important. This includes a range of subjects, including our current or expected operating performance, acquisitions and strategic transactions, new products, changes in management and potentially a host of other things. Because this is an area that requires specialized judgment, you should contact a member of the Disclosure Committee if you have questions. Information is nonpublic if we have not previously released it in a way the SEC has agreed is designed to reach the public. In the SEC's view, for example, a website posting is not adequate distribution to the public, although a press release clearly would be.

Who is authorized to disclose material nonpublic information?

Only the following people:

- the Chief Executive Officer;
- the Chief Financial Officer; and
- Other people who may be designated in writing as spokespersons for the Company by any two of the above individuals, or by the Disclosure Committee.

If you receive a request from someone outside the Company for material nonpublic information—for example, seeking guidance about our quarterly results, or asking for confirmation of a rumor—you should not respond. Instead, ask for the person's name and number and contact a member of the Disclosure Committee.

How does the Company make public disclosure of material information?

As a general matter, the Disclosure Committee has the responsibility to determine the content, form and timing of public disclosure, consistent with our legal responsibilities and with the best interests of the Company.

With respect to quarterly earnings:

- We will issue a press release through widely circulated news and wire services and file a Form 8 K with the SEC.
- We then may conduct a public conference call. If we do, we will provide advance public notice and public access information for each scheduled conference call. Anyone may listen to the call by telephone or webcast.
- We may allow a limited group to ask questions on the conference call, as long as all listeners can hear the questions and answers.
- We will make an audio recording of the conference call publicly available through our website or an outside service for one week following the call. After this time the call will be taken down so that the information does not become stale.