



STANDARDS OF
BUSINESS CONDUCT

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A Message from the Chairman, President and CEO

To our directors, officers and employees, and business partners:

Throughout the years, it has been proven repeatedly that business and personal successes are not only attained but are accelerated in an environment that is driven by high moral standards. Our Core Values articulate these standards, but it is each one of us that brings life to them through our everyday actions.



Our Standards of Business Conduct (the “Standards”) are a key component of our governance program. The Standards encompass the basic principles regarding our commitment to meeting high ethical, professional, and legal standards and help us make the right choices when confronted with difficult decisions. The Standards apply to all board members, officers and employees, as well as those business partners who represent MedAssets or otherwise act on our behalf. All of us must take the time to read and understand the Standards and then apply these principles on a daily basis. As the Standards may not address every situation, we rely on you to exercise good judgment in carrying out their spirit and intent. It is everyone’s responsibility to act in an ethical, professional, and legal manner, so your adherence to the spirit, as well as the specific provisions of our Standards, is critical.

If you have any questions or concerns about the Standards or any related company policy, or if you observe or suspect that a violation of the Standards has occurred, I encourage you to discuss this with your manager, our Human Resources Department humanresources@medassets.com or our Compliance Office complianceoffice@medassets.com. Although we support open and honest communication, I realize that some topics may be sensitive and open communication in a corporate environment may be difficult. For these reasons, I want to remind you about the Helpline. The Helpline is available for you to report concerns or raise questions in an anonymous and confidential manner. You may contact the independent and externally administered service at 800.826.6762 or via the internet at www.alertline.com (Organization Name: MedAssets).

On behalf of our board of directors and executive team, I pledge that no retaliatory action will be taken against you for reporting a concern in good faith or for your participation in an investigation. We all have a personal obligation to identify issues and uphold the ethical, professional, and legal principles described in our Standards.

Thank you for your continued commitment to doing the right thing for the right reasons.

Sincerely,

A handwritten signature in black ink, appearing to read "John A. Bardis". The signature is fluid and cursive, written over a light blue background.

John A. Bardis
Chairman, President and Chief Executive Officer
MedAssets, Inc.

Our Core Values

COMPASSION

We value people and strongly believe that everyone is entitled to treatment that is dignified and loving.

We believe providing care to those who need it most is the foundation of servant leadership and we respect and support our customers' commitment to this task.

We support our industry through programs that advance the quality of care through education.

We are socially and environmentally responsible and invest our time and resources in activities that bring measurable value to the communities in which we live and serve.

CHARACTER

We conduct ourselves with the highest levels of integrity and fairness. We lead with brutal honesty.

We recognize the value of diversity and teamwork.

We surround ourselves with individuals who possess an intense work ethic, high moral standards, a passion and commitment to improving healthcare and are recognized for their dependability and commitment to excellence.

We are passionate about our industry and our desire is to win business in a fair and honest manner.

CONFIDENCE

We believe that true empowerment breeds excellent customer service and individual satisfaction. We make positive things happen.

We are experienced and knowledgeable on many of the issues that keep our customers awake at night.

We provide innovative solutions that are practical, flexible, and known for their quality and value.

COMMITMENT

We are responsive to the needs of our customers and do everything we can to assure their success.

We provide a safe and positive workplace where employees are given the direction, tools and freedom to accomplish great things. We reward excellence.

We believe that financial stewardship is prudent and necessary. We strive to maximize financial returns for all our stockholders, including our customers, suppliers and employees.

We drive positive change in our industry, actively participate in the political process and advocate on behalf of our industry's interests and goals.

We believe that individual health and wellness increases productivity and well-being and reduces healthcare-related costs. We provide a work environment which promotes healthy lifestyles and choices.

Introduction

Purpose of the Standards of Business Conduct

The purpose of these MedAssets, Inc. (the “Company”) Standards of Business Conduct (the “Standards”) is to set forth the fundamental principles which govern the way we conduct our business in line with the Company’s core values (“Core Values”). The Standards help guide each of us in our handling of both routine and unusual situations we may encounter in the workplace.

Applicability of the Standards

Employees. Employees of the Company at every level (including our executive officers) must comply with the Standards and any associated Company policy or guideline.

Board of Directors and Senior Advisory Board. Members of the Company’s Board of Directors (the “Board”) and our Senior Advisory Board must comply with the Standards as well as any additional policy or guideline relating to their unique responsibilities.

Business Partners. The Company requires that its business partners, including our marketing affiliates, consultants and contractors working on behalf of the Company, conduct their business in a legal and ethical manner and comply with the Standards where applicable.

Spirit and Limitations of the Standards

The Standards are not the exclusive source of guidance and information involving the expectations of the Company regarding standards of business conduct, but they serve as the foundation for all other forms of related guidance. Employees may locate additional guidance within our Company policies and procedures library located on the Company’s intranet or may solicit feedback directly from their managers, the Human Resources Department, the Compliance Office or the Helpline to assist with any specific questions or concerns. The Company encourages and expects each of us to use common sense and be honest with ourselves in the spirit of the Standards as we conduct our business affairs.

Amendments to/Waivers from the Standards

The Company may choose to amend or waive a provision of the Standards from time to time. Any proposed material amendment or waiver applicable to our executive officers or directors of the Company must be authorized by the Board or a committee of the Board. We intend to disclose on our website www.medassets.com any material amendment to, or waiver from, a provision of our Standards that applies to directors and executive officers which is required to be disclosed pursuant to the rules of the Securities and Exchange Commission (the “SEC”).



Spirit and Limitations of the Standards

The Standards are not the exclusive source of guidance and information involving the expectations of the Company regarding standards of business conduct, but they serve as the foundation for all other forms of related guidance.

Our Personal Responsibility

Company Expectations

The Company is committed to maintaining a high standard of business conduct. This means conducting business in accordance with the letter and spirit of applicable laws, rules and regulations and Company policies through the utilization of ethical business practices. Our managers are expected to lead by example, serve as a resource to employees when ethical questions arise, and be aware of emerging business trends that might impact business ethics and conduct. Any violation of the Standards is taken very seriously by the Company and can result in disciplinary action up to and including unpaid suspension and termination.

The Standards do not, by themselves, ensure ethical conduct. Each one of us has a personal responsibility to embody and model ethical behavior and is accountable for our own decisions and actions. We have a duty to be vigilant for circumstances that may indicate the existence of illegal or unethical behavior and act appropriately in a timely manner to prevent improper conduct. We must conduct ourselves in a way that preserves and enhances the Company's reputation in the business community. The Company relies on the good judgment and values of our Board and Senior Advisory Board members, officers and employees, and business partners to help make the right decisions for the right reasons.

When faced with a difficult situation, we should ask ourselves:

- Would I be comfortable reporting my actions to my manager, senior management or the Board?
- Are my actions legal?
- Am I being fair and honest?
- Will my actions stand the test of time?
- How will I feel about myself afterwards?
- Would my actions be judged fairly in the media?
- Will I sleep soundly tonight?
- Will I be sending the right message to my subordinates through my actions?

If we're still not sure what to do, we should ask for help.

Reporting Misconduct

General Policy

All of us are responsible for helping to foster a culture that promotes honest communication. If we observe (or suspect) conduct that may be illegal or unethical, or that may otherwise violate the Standards, we have an obligation to report it.

Reporting Mechanisms

We use one or more of the following available reporting alternatives to report misconduct (these reporting procedures are not meant as a suggested reporting sequence for every matter – specific circumstances may dictate the use of one alternative over another):

- We speak with our manager.
- We contact our Human Resources Department representative.
- We contact our Compliance Office. Our Compliance Office is responsible for the administration of the Company's governance program and is led by our Chief Legal and Administrative Officer. The Compliance Office also functions as a helpful resource we can consult when we seek guidance and comfort around our decision-making.
- We use the Helpline. The Helpline is accessible by phone at 800.826.6762 or online at www.alertline.com; Organization Name: MedAssets. The Helpline is an independently administered service staffed by professionals who are not Company employees. We call in or submit a report via the internet to the Helpline anonymously, anytime day or night. We refer to the Company's Helpline Information Policy for more information.

Investigating Reports of Misconduct

The Company promptly and thoroughly investigates any potential violation and good faith report and coordinates appropriate follow-up action and resolution. It is the responsibility of each of us to cooperate with internal investigations to the best of our ability. All investigations are conducted following established procedures regarding confidentiality.



The Helpline

The Helpline is accessible
by phone at **800.826.6762**
or online at
www.alertline.com

Organization Name:
MedAssets

Non-Retaliation

The Company does not permit retaliation against us for reporting observed or suspected illegal or unethical conduct, conduct that may otherwise violate the Standards, or for our participation in any investigation of alleged misconduct.

- We have a work environment in which all concerns can be raised without fear of retaliation.
- No disciplinary action or other type of retaliation will be taken against us by the Company if we, in good faith, report a concern, issue, problem, or suspected violation through one or more of the communication methods indicated previously.
- The Company does not terminate, demote, suspend, threaten, harass or in any other way discriminate against us for providing information or assisting in an investigation.
- If we believe that we have suffered retaliation for providing information or assisting in an investigation, we should report it to our manager, our Human Resources Department representative, the Compliance Office, or the Helpline, whichever is appropriate.
- Reports must be made in good faith and without improper motive. This means that if we report suspected misconduct, we must have reasonable and objective cause for doing so. If we knowingly make a false accusation, we will be in serious violation of Company policy and these Standards, and will be subject to disciplinary action, up to and including termination of employment.



Non-Retaliation

No disciplinary action or other type of retaliation will be taken against us by the Company if we, in good faith, report a concern, issue, problem, or suspected violation through one of more of the communication methods indicated previously.

Employment Practices

General Policy

We recognize that the efforts and talents of each of us are our organization's greatest strength. We are committed to treating each other with respect, dignity and courtesy.

Equal Employment Opportunity and Freedom from Harassment

- We recruit, hire, and promote employees on the basis of their skills, experience, and performance without regard to gender, age, race, color, ethnicity, national origin, religion, marital status, disability or any other basis prohibited by applicable federal, state, or local laws.
- We do not tolerate threatening or abusive behavior or racial, religious, sexual or other forms of illegal harassment or discrimination.
- If we believe we have been unlawfully discriminated against, we will immediately report the facts of the incident to our Human Resources Department representative, the Compliance Office or the Helpline.

Pre-Employment Screening

- We screen employees and contractors for education, training, experience and competence to perform the duties of their employment.
- We screen potential and current employees for exclusion from participation in federally-funded healthcare programs, receiving Federal contracts or certain subcontracts and for listing on the Specially Designated Nationals and Blocked Persons List.
- We strive to hire employees who hold themselves to the same ethical standards that the Company has established.

Human Resource Concerns

- We may refer to the Company's Employee Handbook or contact our Human Resources Department representative for further information regarding Human Resources policies.
- We may raise questions, issues or concerns related to employment, payroll, benefits, etc., to our Human Resources Department representative. If we feel our question or concern was not addressed, we are encouraged to contact the Compliance Office or the Helpline.

Safe & Healthy Work Environment

General Policy

We are committed to maintaining a safe and healthy working environment that is free from illegal drugs and alcohol, and hazardous conditions. We are committed to employee wellness and the safety and security of our customers, suppliers, and each other in all of our activities.

- We implement policies and procedures to keep our facilities safe.
- We become familiar with and follow emergency and safety plans and procedures.
- We are expected to strictly adhere to applicable laws, rules, and regulations of the U.S. Occupational Safety and Health Administration (OSHA) and similar state agencies.
- We report any possible violation of the organization's safety policies and procedures, laws, regulations or standards to our manager. If we are not satisfied that the issue has been addressed, we notify the Compliance Office or the Helpline.
- We immediately report any accident or occurrence that we are involved in or witness that may cause injury to a fellow employee, a customer, or other visitor.



Human Resource Concerns

We may refer to the Company's Employee Handbook or contact our Human Resources Department representative for further information regarding Human Resources policies.

We may raise questions, issues or concerns related to employment, payroll, benefits, etc., to our Human Resources Department representative. If we feel our question or concern was not addressed, we are encouraged to contact the Compliance Office or the Helpline.

- We do not tolerate any form of workplace violence. Workplace violence includes robbery and other commercial crimes, stalking, violence directed at a co-worker or employer, terrorism, and hate crimes committed by current or former colleagues. We are strictly prohibited from possessing firearms, other weapons, explosive devices, or other dangerous materials on Company property.
- We embrace Company wellness initiatives and commit to maintaining healthy lifestyles and making appropriate choices for ourselves and our families.
- We read and abide by our Employee Handbook.

Community Matters

General Policy

We are committed to the preservation of the environment, charitable giving and volunteerism and are dedicated to truly making a difference in our communities. Our commitment is engrained in our Core Values and is highlighted by our actions and the programs we've chosen to support.

Environmental Responsibility

- We understand the importance of caring for the environment in which we all live and incorporate environmentally conscious practices into our contracting processes as well as our office operations.
- We conduct our business in an environmentally responsible and sustainable manner using methods such as resource conservation, recycling, and environmentally preferable purchasing. Environmentally preferable purchasing means purchasing or contracting for products or services that have a reduced negative impact on human health and the environment when compared with competing products or services that serve the same purpose.
- We seek out cost-effective, environment friendly solutions to become better environmental stewards.

Charitable Giving/Volunteerism

- We feel a genuine responsibility to lend a hand and help those who are less fortunate.
- We are encouraged to participate in Company sponsored programs and charities that provide a structure for us to help both employees and worthy organizations in need of our skills, consideration, time and resources.
- We are encouraged to support our healthcare partners within the communities in which they serve.



Company Sponsored Programs

Heart For Africa
 Hire Heroes Foundation
 MedShare International
 Mully Children's Family Foundation
 Project Perfect World

Customer & Supplier Relations

General Policy

We are committed to the principle of fair competition. We compete for the business of each customer and we provide exceptional service and value to keep it. We require fair and honest competition in the selection of our group purchasing organization (GPO) suppliers, and we require that our GPO suppliers provide exceptional service and value to our customers in order to remain part of our portfolio. We pledge to compete and negotiate fairly, ethically, and honorably, and to comply with all applicable laws fully and consistently. We are committed to open, honest dealing with all companies with whom we do business. We seek guidance from the Compliance Office as necessary.

Anti-trust and Competition

- We do not participate with competitors or others in any activities that may illegally limit competition.

Sales and Marketing Practices

- We do not make false or misleading statements about our products or services, or those of competitors, in marketing or sales activities.

GPO Practices

- We promote transparency, accountability and good stewardship within our GPO and from our GPO suppliers.
- We regularly and fully disclose to our healthcare members the fees that we have earned on their purchases. We do not agree to contracts that “bundle” or “tie” a clinical preference item with any other unrelated product.
- Our commitment to the principle of fair competition extends to the GPO supplier community. We maintain an open, transparent, and impartial contracting process, and we adhere to the guiding principles in the Federal Competition in Contracting Act. We publish a formal Bid Calendar that lists upcoming product and service categories for which the Company expects to issue group purchasing Requests for Proposal. All known Company GPO suppliers, and all prospective GPO suppliers that register through the Company’s website are eligible to compete for a contract award. We encourage the participation of small, minority-, veteran- and women-owned businesses. We require fair and honest competition among our existing and prospective GPO suppliers when submitting RFP responses, and we require a fair and reasoned review of all GPO supplier responses when selecting GPO suppliers for a contract award.

Conflicts of Interest

General Policy

We have a duty of loyalty to the Company. We do not engage in any activity that may conflict (or appear to conflict) with the interests of the Company. We avoid business relationships and actions that could interfere with (or be perceived to interfere with) our business decisions or be damaging to the Company. As the Standards do not cover all potential situations where our loyalty may be (or may appear to be) divided, we are responsible for always using good judgment.

Performance Responsibilities

- Unless disclosed to and authorized by the Board or a committee of the Board:
 - we do not work directly for a competitor or any company that is currently doing business, seeking to do business, or that would reasonably be expected to do business (a “Current or Prospective Business Partner”) with the Company.
 - we do not consult, engage or otherwise share our knowledge and expertise with outside entities whereby associated beneficiaries of that information (including competitors, potential competitors or those seeking to explore new business ventures) may use it in conflict with the interests of the Company.
 - we do not serve on the board of directors (or comparable body) of any competitor or Current or Prospective Business Partner.
- We will immediately contact the Board, senior management or the Compliance Office, as appropriate, if we become aware of a business relationship that makes it difficult (or appears to make it difficult) for us to perform our work objectively and effectively.
- We will devote our work time and our abilities to our assigned job responsibilities.

Ownership Interests

- Unless disclosed to and authorized by the Board or a committee of the Board:
 - no director, executive officer or employee in a position to influence any contracting process may own any interest in a Current or Prospective Business Partner.
 - any newly hired director, current employee who becomes an executive officer or any employee who begins serving in a position of influence over any contracting process shall divest him/herself (within six months following the hire date or change in job description) of any ownership interest and recuse him/herself from all discussions or decisions for any Current or Prospective Business Partner.
- Any director, executive officer or employee in a position to influence any contracting process shall disclose to the Board, senior management or the Compliance Office (as appropriate) any known ownership interest held by an immediate family member and recuse him/herself from any discussion or decision involving any Current or Prospective Business Partner.

Note: Any interest held in non-directed investments such as most mutual funds, managed accounts, etc., are exempt from the above restrictions.

Gifts & Improper Payments

- We do not request (nor do we accept) any gift, entertainment, favor, honoraria or personal service payment from any vendor or supplier (or a respective agent) that is a Current or Prospective Business Partner, where the associated value exceeds what is generally deemed reasonable in the regular course and conduct of fostering our business relationships, as this might influence our ability to be objective. We consider whether the frequency and timing of even nominal gifts may create the appearance of impropriety. If we have questions about the appropriateness of gifts or other items of value, we seek guidance from our manager or the Compliance Office prior to acceptance.
- We reimburse others for any unreasonable or excessive expense (e.g. travel, lodging, meals, etc.) paid on behalf of any employee.
- We do not accept any bribe, kickback, or other improper payment from our vendors, suppliers, customers, or any other business partner.
- We do not knowingly provide any gift or anything of value that violates another company's policy.

Related Party Transactions

- We seek authorization from the Compliance Office regarding any known proposed business relationship between ourselves or our family members and the Company.
- We seek authorization from the Compliance Office regarding any known proposed hiring by the Company of any family member.
- We seek authorization from the Compliance Office regarding any known proposed charitable contribution to be made by the Company to an organization in which we have an association.
- The Company seeks authorization for relevant proposed related-party transactions from the Board or a committee of the Board and properly discloses any related-party transaction as required by SEC rules.
- We do not extend loans or letters of credit to any director or executive officer.



Gifts & Improper Payments

We do not request (nor do we accept) any gift, entertainment, favor, honoraria or personal service payment from any vendor or supplier (or a respective agent) that is a Current or Prospective Business Partner, where the associated value exceeds what is generally deemed reasonable in the regular course and conduct of fostering our business relationships, as this might influence our ability to be objective. We consider whether the frequency and timing of even nominal gifts may create the appearance of impropriety. If we have questions about the appropriateness of gifts or other items of value, we seek guidance from our manager or the Compliance Office prior to acceptance.

Handling Sensitive Information

General Policy

We have a duty to protect, keep confidential as appropriate, and use sensitive information for business purposes only. This includes (but is not limited to) customer information, customer patient information, employee information, commercially sensitive information and financial information about the Company.

- We respect the privacy of our customers, their patients, and colleagues. We recognize we have access to the information of others on a “need to know” basis in accordance with our assigned responsibilities.
- We protect confidential or commercially sensitive information including protected health information and do not provide it to competitors, suppliers, contractors, anyone outside of the Company, or to other employees who do not need such information for a job-related purpose.
- We maintain the security of information stored on paper and electronically and transmitted on our computer systems.
- We treat individual salary, benefits, payroll, personnel files, and information on disciplinary matters as confidential information.
- We read and abide by our HIPAA Privacy and Security Policy and other associated policies.

Communicating with the Public

We have a duty to maintain as confidential all non-public information of the Company and to refer to our authorized Company spokespersons any request for information about the Company from outside parties (such as the news media, market professionals, stockholders, research firms and other members of the investment community concerning Company operations, rumors, gossip, etc.). Only our authorized Company spokespersons (or their designees) are authorized to make public any news or other information about the Company that may be significant to the financial markets. We read and abide by our Public Disclosure Policy.

Insider Trading

We are committed to compliance with U.S. securities laws. We do not engage in insider trading. We read and abide by our Insider Trading Policy.

Information Retention and Disposition

We are committed to properly managing our Company records in satisfaction of both our legal and business requirements. We suspend our regular disposal of relevant records upon notice from our Legal Department of pending or threatened litigation or investigation. We read and abide by our Information Retention and Disposal Policy.



Public Communications

Only our authorized Company spokespersons (or their designees) are authorized to make public any news or other information about the Company that may be significant to the financial markets.

Safeguarding Assets

General Policy

Safeguarding our assets (both tangible and intangible property) is critical to our business success. We have a duty to use our resources for legitimate business purposes only and to protect them from loss and unauthorized use. Our assets may never be used for unlawful or improper purposes. We read and abide by our Red Flags Identify Theft Prevention Policy.

Business and Accounting Records

The accuracy and integrity of our accounting books and records must be preserved. We have a duty to ensure that we maintain our books and records in accordance with generally accepted accounting principles and all regulatory requirements applicable to our Company.

- We do not establish any undisclosed or unrecorded Company fund, asset or liability for any purpose.
- We obtain proper authorization when executing business transactions and accessing assets.
- We do not engage in the selling, trading, transferring or scrapping of tangible assets without appropriate authorization. We read and abide by our Fixed Asset Disposal Policy.
- We execute all of our business and financial transactions in accordance with our Company policies and procedures.
- We do not make, contribute to, or facilitate the making of any false or misleading entries in our books or records for any reason.
- We prepare, issue, and maintain financial reports and accounting records that accurately, fairly, and clearly reflect transactions and financial performance.

Intellectual Property

Our success as a company depends in part on our ability to protect our core technology and intellectual property. We protect our intellectual property (including any patent, trademark, copyright and trade secret) from misuse and unauthorized disclosure. We also respect and honor the intellectual property rights of those who we do business with.

- We maintain the confidentiality of any proprietary information of others that is disclosed to us in accordance with Company policies and guidelines.
- We follow applicable patent, trademark and copyright laws when we use computer software and printed publications.



Safeguarding Assets

Safeguarding our assets (both tangible and intangible property) is critical to our business success. We have a duty to use our resources for legitimate business purposes only and to protect them from loss and unauthorized use. Our assets may never be used for unlawful or improper purposes.

Personal Use of Company Resources

The Company provides us with a wide variety of resources (such as computers, communication devices and other equipment and materials) for use in conducting Company business. The Company allows our personal use of these resources from time to time; provided that this usage is kept to a minimum and is in compliance with Company policy. Excessive personal use of Company resources increases Company costs and expenses, reduces the availability of the resources for business use, and may adversely affect our job performance.

- We do not use any Company resource in violation of any law, Company policy, or these Standards.
- We safeguard the Company's resources in order to protect these items from theft or misuse.
- We do not use any Company resource excessively for personal use.
- We do not use any Company resource for personal activities that may lead to the loss or damage of the asset.
- We do not use any Company resource to create, transmit, store or display solicitations, chain letters, or messages, images or materials that are for personal gain or are threatening, sexually explicit, harassing, or otherwise demeaning to any person or group.
- We have no expectation of personal privacy in any Company resource used by us for personal activities including Company computers, servers and systems, telephones, voicemail systems, offices, desks, cabinets, vehicles or other equipment belonging to the Company. This applies to any messages or records created, stored or transmitted by us using Company systems, including electronic documents such as e-mail and voicemail.