



WHISTLEBLOWER POLICY OF OPERATION GRATITUDE

ARTICLE 1: INTRODUCTION AND PURPOSE

Operation Gratitude (the "Corporation") requires its directors, officers, employees and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. The purpose of this policy is to encourage and enable employees and volunteers of the Corporation to report any action or suspected action taken within the Corporation that is illegal, fraudulent or in violation of any adopted policy of the Corporation, to a source within the Corporation before turning to outside parties for resolution. This policy applies to any matter which is related to the Corporation's business and does not relate to private acts of an individual not connected to the business of the Corporation. This policy is intended to supplement but not replace the Corporation's unlawful harassment and discrimination policy, "open door policy" and/or any other grievance procedure, and any applicable state and federal laws governing whistleblowing applicable to nonprofit and charitable organizations.

ARTICLE 2: VIOLATIONS; REPORTING IN GOOD FAITH

All employees and volunteers of the Corporation are encouraged to report any action or suspected action taken within the Corporation that is illegal, fraudulent or in violation of any adopted policy of the Corporation (each, a "Violation"). Anyone reporting a Violation must act in good faith, without malice to the Corporation or any individual in the Corporation, and have reasonable grounds for believing that the information shared in the report indicates that a Violation has occurred. Any report which the complainant has made maliciously or any report which the complainant has good reason to believe is false will be viewed as a serious disciplinary offense.

ARTICLE 3: NO RETALIATION

No employee or volunteer who in good faith reports a Violation or cooperates in the investigation of a Violation shall suffer harassment, retaliation or adverse employment or volunteer consequences. Any individual within the Corporation who retaliates against another individual who in good faith has reported a Violation or has cooperated in the investigation of a Violation is subject to discipline, including termination of employment or volunteer status. If an individual believes that someone who has made a report of a Violation or who has cooperated in the investigation of a Violation is suffering from harassment, retaliation or other adverse employment or volunteer consequences, the individual should contact Meg Barron (the "Executive Director"). Any individual who reasonably believes he or she has been retaliated against in violation of this policy shall follow the same procedures as for filing a complaint (outlined in Article 4 below).

ARTICLE 4: REPORTING PROCESS

If an individual reasonably believes that a Violation has occurred, the individual is encouraged to share his or her questions, concerns, suggestions or complaints with any person within the Corporation who

may be able to address them properly. In most cases, the direct supervisor of an individual is the person best suited to address a concern. However, if an individual is not comfortable speaking with his or her supervisor or if he or she is not satisfied with the supervisor's response, the individual is encouraged to speak directly to Meg Barron (the "Executive Director") or anyone in management he or she feels comfortable approaching.

ARTICLE 5: CONFIDENTIALITY

The Corporation encourages anyone reporting a Violation to identify himself or herself when making a report in order to facilitate the investigation of the Violation. However, reports may be submitted on a confidential basis by the complainant or may be submitted anonymously by drafting a complaint and mailing it to: Operation Gratitude; ATTN: Executive Director; PO Box 260257, Encino, CA 91426-0257. Reports of Violations or suspected Violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation, to comply with all applicable laws, and to cooperate with law enforcement authorities. Furthermore, the Corporation will explore anonymous allegations to the extent possible, but will weigh the prudence of continuing such investigations against the likelihood of confirming the alleged facts or circumstances from attributable sources.

ARTICLE 6: COMPLIANCE OFFICER; HANDLING REPORTED VIOLATIONS

The supervisor, manager, or board member who receives a report of a Violation from the complainant is required to notify the Executive Director of that report, except as provided below with respect to a report relating to the Executive Director. The Executive Director will notify the complainant and acknowledge receipt of a report of Violation within five to ten business days, but only to the extent that the complainant's identity is disclosed or a return address is provided. The Executive Director, or his or her designee, is responsible for promptly investigating all reported Violations and for causing appropriate corrective action to be taken if warranted by the investigation. The complainant will be notified about what actions will be taken, to the extent reasonably possible and consistent with any privacy or confidentiality limitations. If no further action or investigation is to follow, an explanation for the decision will be given to the complainant.

In the event the Executive Director is suspected of having committed a Violation, then the Violation will be reported to the Chairman of the Board, Marty Martin (the "COB") or to Bob Raskin, the Chief Financial Officer (the "CFO") and the Violation will be investigated by the COB and/or the CFO under close supervision of the Board of Directors.

Meg Barron: mbarron@operationgratitude.com or 210-885-4355

Marty Martin: ptmarty@aol.com or 310-476-5653

Steve Willett: swillett@operationgratitude.com or 858-254-6408

ARTICLE 7: ACCOUNTING AND AUDITING MATTERS; REPORTS

The Audit Committee is responsible for addressing all reported concerns or complaints of Violations relating to corporate accounting practices, internal controls or auditing. Therefore, the Executive Director must immediately notify the Audit Committee of any such concern or complaint.

In addition, the Executive Director will advise the COB and/or the Audit Committee of any other reported Violations, the current status of the investigation, and the outcome or corrective action taken at the conclusion of the investigation.

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