

VORTEX FLUID OPTIMIZER CORP.

POLICIES AND PROCEDURES GUIDE

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CODE OF ETHICS

Vortex will conduct its business honestly and ethically wherever we operate in the world. We will constantly improve the quality of our services, products and operations and will create a reputation for honesty, fairness, respect, responsibility, integrity, trust and sound business judgment. No illegal or unethical conduct on the part of officers, directors, employees, affiliates or Sales Representatives is in the company's best interest. Vortex will not compromise its principles for short-term advantage. The ethical performance of this company is the sum of the ethics of the men and women who work here. Thus, we are all expected to adhere to high standards of personal integrity.

No bribes, kickbacks or other similar remuneration or consideration shall be given to any person or organization in order to attract or influence business activity. Officers, directors and employees shall avoid gifts, gratuities, fees, bonuses or excessive entertainment, in order to attract or influence business activity.

Officers, directors, employees and Sales Representatives of Vortex will often come into contact with, or have possession of, proprietary, confidential or business-sensitive information and must take appropriate steps to assure that such information is strictly safeguarded. This information – whether it is on behalf of our company or any of our clients or affiliates – could include strategic business plans, operating results, marketing strategies, customer lists, personnel records, upcoming acquisitions and divestitures, new investments, and manufacturing costs, processes and methods. Proprietary, confidential and sensitive business information about this company, other companies, individuals and entities should be treated with sensitivity and discretion and only be disseminated on a need-to-know basis.

Officers, directors, employees and Sales Representatives will seek to report all information accurately and honestly, and as otherwise required by applicable reporting requirements.

Officers, directors, employees and Sales Representatives will refrain from gathering competitor intelligence by illegitimate means and refrain from acting on knowledge which has been gathered in such a manner. The officers, directors, employees and Sales Representatives of Vortex will seek to avoid exaggerating or disparaging comparisons of the services and competence of their competitors.

Officers, directors, employees and Sales Representatives will obey all Equal Employment Opportunity laws and act with respect and responsibility towards others in all of their dealings.

Officers, directors, employees and Sales Representatives agree to disclose unethical, dishonest, fraudulent and illegal behavior, or the violation of company policies and procedures, directly to management.

Violation of this Code of Ethics can result in discipline, including possible termination. The degree of discipline relates in part to whether there was a voluntary disclosure of any ethical violation and whether or not the violator cooperated in any subsequent investigation.

Remember that good ethics is good business.

Contacting Existing Sales Representatives and Their Customers

A great deal of practical help and experience can be gained by sharing ideas and positive success stories and this is something that we heartily encourage amongst Sales Representatives. There is, however, a very important consideration as to the matter of time. I am sure that you will appreciate other Sales Representatives are busy people, and in the past some of them have expressed concerns about having been involved in long discussions about the operation of their business, with people they barely know and that take up an inordinate amount of time asking questions that are all covered by Vortex in the process of training. For this reason we do not give out their contact information to other Sales Representatives. We will encourage you to communicate with other Sales Representatives as often as you like via the Yahoo discussion group where other Sales Representatives can elect to participate or not. As you would expect from any professional, commercial organization we do not release any sales representative's information without their prior permission.

We have a similar position on visiting or contacting our sales representative's customers. For us to expect these customers to give up their valuable time to discuss **Vortex Fuel Savers** with other Sales Representatives is not a viable proposition. There is a limit to the value of looking at our product installed to the engine of a vehicle – as attractive as it may be, or verifying what a customer has already put in writing.

We trust you will respect our position on this, and appreciate that we will do the same with you and your customers. You would not thank us for giving out your name and telephone number, or that of your valued customers, to large numbers of people involved in selling **Vortex Fuel Savers**.

EMAIL POLICY

SMTP - Volume Restrictions - 1,000 Outbound recipients per day.

SMTP - Terms of use:

Sending unsolicited mail messages, including, without limitation, commercial advertising and informational announcements, is explicitly prohibited. A user shall not use another site's mail server to relay mail without the express permission of the site.

It is contrary to Vortex policy for Sales Representatives to use our servers to effect or participate in any of the following activities:

To post to any Usenet or other newsgroups, forum, e-mail mailing list or other similar group or list articles which are off-topic according to the charter or other owner-published FAQ or description of the group or list;

To send unsolicited mass e-mailings, if such unsolicited e-mailings provoke complaints from the recipients;

To engage in any of the foregoing activities using the service of another provider, but channeling such activities through a Vortex provided server, or using a Vortex provided server as a mail drop for responses;

To falsify user information provided to Vortex or to other users of the service in connection with use of Vortex service.

MEDIA RELATIONS POLICY

To remain competitive, better serve our customers and provide our employees with the best tools to do their jobs, it is important that inquiries by the media in relation to our company be handled in accordance with the following policy:

1. All inquiries should be referred to Lou Elwell (the “Spokesperson”) at (732) 901-5976.
2. As the Company’s chief spokesperson, the Spokesperson will respond directly or designate another party to serve as spokesperson.
3. The Spokesperson also will direct the process by which a response is determined or position taken.
4. If the Spokesperson is not available, inquiries should be referred to Dan Luciano at (908) 832-5546.
5. Vortex encourages the use of media and associated services because they can make communication more efficient and effective and because they are valuable sources of information about vendors, customers, technology, and new products and services.
6. It is important to maintain a proper spirit and tone to your communications with the media.

This policy covers all forms of responses to the media, including “off the record” and anonymous statements.

Territorial Rights

Our policy on territorial rights is one that we have given a great deal of thought to, and which has been developed against a background of experience in marketing **Vortex Fuel Savers** both in the US and around the world. The policy has been designed to give Vortex access to the enormous variety of market sectors where **Vortex Fuel Savers** can be successfully sold, and to give our Sales Representatives the opportunity to fully develop the potential business, at their own pace, in those markets where they have established successful sales activity.

While our policy may not be perfect for every situation, nevertheless, it is working very effectively, and we almost never have any problems with existing Sales Representatives crossing over or poaching another's business. In reality it is only ever an issue with a new prospective Sales Representative who, probably like you, because of a lack of understanding of the sheer enormity and diversity of the marketplace, coupled with little experience of the ethics of Vortex, is unable to see the full picture and not surprisingly this can cause unwarranted concerns. All our Sales Representatives are given the opportunity to build a highly profitable multi-million dollar business on a local, regional, or national scale even though there may be a few other Sales Representatives in the same area.

We maintain a relationship with all our active Sales Representatives and work to ensure there is never a conflict of interest – indeed most Sales Representatives have a cooperative working relationship which in some cases has enabled a Sales Representative to offer service in areas the Sales Representative is unable to effectively reach. This means there is the potential to enjoy a share of the profit on business conducted in other areas.

We have concluded that, while a single person/company could address a number of associated market sectors, it would not be possible to cover them all. Compare the market for auto dealerships with the market for farm tractors. We have Sales Representatives successfully selling into both those markets on a national basis, but the profile, experience, and resources involved are very different.

We would not wish to create a situation where a Sales Representative who has successfully sold to a large car dealership, for example, would be unable to approach other car dealerships due to territorial boundaries. Such a policy would not be in your best interests, or ours. For these reasons, rather than grant you the rights to market in a single region or city, we grant you the rights to market throughout an entire country.

We are, as a company, very keen to protect our Sales Representatives' interests, and we approach this in a number of ways. We ask each Sales Representative to provide us with an outline of their marketing strategy, including the specific market sectors they intend to approach. In this way we endeavor, with a high degree of success, to avoid conflicts of interest. If you should make an approach to a company that has an existing business relationship with another Sales Representative, we ask you to: endorse the product, wish the customer well, and to walk away. In practice this is unlikely to happen but even if it does there is more than enough business out there for everyone.

Vortex also requires Sales Representatives calling on chains of more than 50 locations, accounts with fleets of more than 100 vehicles and all governmental entities to obtain prior approval so that two Sales Representatives do not call on the same major prospect.