

Insider trading may occur when you know material non-public information (inside information) about CDI or any company with which CDI has a business relationship and you buy, sell or otherwise trade CDI's or that other company's securities (such as stock, bonds or options) while in possession of inside information or tell others about it before it is made public. The Securities and Exchange Commission (SEC) and the U.S. Department of Justice (DOJ) vigorously pursue violations of insider trading laws. The consequences of insider trading violations can be severe, both in terms of the substantial civil and criminal penalties that can be imposed on a person who trades on inside information, but also for a company (as well as possibly any supervisory person) that fails to take appropriate steps to prevent illegal trading by employees. In addition, there may be company-imposed sanctions, including termination of your employment for cause, if you violate this Policy. Any of the above consequences, even an SEC investigation that does not result in prosecution, can tarnish a person's (and CDI's) reputation and irreparably damage a person's career.

The objective of this Policy is not only to prevent incidents of insider trading but to communicate an expected level of behavior that will avoid even the appearance of improper conduct on the part of anyone employed by or associated with the Company.

The Basic Policy.

If a director, officer or any employee of the Company has material non-public information relating to CDI, it is the Company's policy that neither that person nor any related person may buy or sell CDI stock or engage in any other action to take advantage of, or pass on to others, that information. As used in this Policy, the term "Company" includes all of the affiliated companies in the CDI corporate organization. This Policy also applies to material non-public information of any other company, including our customers, suppliers or business partners, obtained in the course of employment.

No Exceptions

Transactions that may be necessary or seem justifiable for independent reasons (such as the need to raise money for a personal emergency expenditure or transactions planned before you learned the inside information) are no exception. Even the appearance of an improper transaction must be avoided to preserve our reputation for adhering to ethical and lawful conduct.

Material Information

Material information is any information that a reasonable investor would consider important in a decision to buy, hold or sell stock; in short, any information which could reasonably affect the price of the stock. Common examples of information that will frequently be regarded as material are: projections of future earnings or losses; news of a pending or proposed acquisition or joint

venture; news of a significant sale of assets or the disposition of a division or subsidiary; the gain or loss of a substantial customer or supplier; a major lawsuit or claim; changes in senior management; changes in dividend policies or the declaration of a stock split or the offering of additional securities; and financial liquidity problems. Both positive and negative information may be considered to be material.

Transactions by Family Members

The very same restrictions which apply to you also apply to your family members and others living in your household. Employees are expected to be responsible for the compliance of their immediate family and personal household members.

Tipping Information to Others

You must not pass any material non-public information on to others, such as a spouse, relative, colleague or friend. Never recommend or suggest that anyone else buy, sell or retain CDI stock while you have inside information about CDI. Civil and criminal penalties apply, whether or not you derive any benefit from another person's actions. The SEC has imposed substantial financial penalties on tippers even though they did not profit from their tippees' trading.

20-20 Hindsight

Remember, if your securities transactions become the subject of scrutiny, they will be viewed after-the-fact with the benefit of hindsight. As a result, before engaging in any transaction you should carefully consider how regulators and others might view your transaction in hindsight.

Additional Rules for Certain Personnel

Directors and certain officers and employees are, because of their regular access to material, non-public information about the Company, subject to additional trading restrictions, including the obligation to avoid trading during specified "blackout" periods. Those persons who are in this group will be so advised by CDI's General Counsel.

Company Assistance

Anyone with questions relating to this Policy should contact the CDI Legal Department. Remember, however, the ultimate responsibility for adhering to this Policy and avoiding improper transactions rests with you. In this regard, it is imperative that you use good judgment.