

VAKKAS
CONFLICT OF INTEREST POLICY

Article I
Purpose

The purpose of this conflict of interest policy ("Policy") is to protect VAKKAS when it is considering entering into an agreement that might benefit the private interest of one or more of its trustees, officers or employees or is an arrangement that might result in a possible excess benefit transaction. This Policy supplements but does not replace any applicable state or federal law governing conflict of interest principals applicable to nonprofit charitable entities.

Article II
Definitions

1. Interested Person

Any trustee, principal officer, or member of a committee with governing board delegated powers, that has an indirect or direct financial interest, as defined below, is an *Interested Person*.

2. Financial Interest

A person has a *Financial Interest* if the person has, directly or indirectly, through business, investment or family:

2.1 An ownership or investment interest in any entity with which VAKKAS has a transaction or arrangement.

2.2 A compensation arrangement with VAKKAS or with any entity or person that has a transaction or arrangement with VAKKAS.

2.3 A potential ownership or investment interest in, or compensation arrangement with any entity or person with which VAKKAS is negotiating a transaction or arrangement.

2.4 *Compensation* includes direct and indirect remuneration, including gifts or favors that are not insubstantial.

A *Financial Interest* is not necessarily a conflict of interest. Under Article III, Section 2, an *Interested Person* who has a *Financial Interest* may have a conflict of interest only if the VAKKAS Board of Trustees ("BOT") decides a conflict of interest exists.

Article III
Procedures

1. Duty to Disclose

Whenever an Interested Person(s) may have an economic benefit result from any transaction or arrangement being considered by VAKKAS, the Interested Person must disclose to BOT such potential Financial Interest and all material facts surrounding it.

2. Determining Whether a Conflict of Interest Exists

The BOT will meet with the Interested Person(s) regarding the potential Financial Interest and the material facts; on conclusion of the meeting the Interested Person will be asked to leave and the BOT shall decide if a conflict of interest exists. The finding will be reflected in the minutes of the meeting, signed by the Chairperson or Secretary, unless they are the subjects of the meeting, then a disinterested trustee will sign the minutes.

3. Addressing the Conflict of Interest

The Chairperson, or her/his delegate, if a conflict is determined, shall investigate with due haste alternative arrangements to accomplish the objectives of the conflict transaction or arrangement. If after due diligence it is determined an alternative is not readily available, then BOT shall determine if it is in the best interest of VAKKAS to proceed with the Interested Person(s) and the subject transaction or arrangement, despite the conflict. Such decision shall be reflected in minutes duly taken and placed in the VAKKAS minute book.

4. Violations of the Policy

If the the BOT has reasonable cause to believe an Interested Person has failed to disclose an actual or potential conflict, it shall so advise the Interested Person and provide her/him with an opportunity to explain the alleged failure to disclose. If there is a finding of a failure to disclose, appropriate disciplinary action shall be taken and reflected in minutes of the decision, posted in the VAKKAS minute book.

NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THIS ARTICLE III, VAKKAS SHALL NOT ENTER INTO ANY TRANSACTION OR ARRANGMENT WITH ANY VAKKAS TRUSTEE, OFFICER, OR EMPLOYEE.

Article IV Compensation

Vakkas is a voluntary organization and no compensation is paid to BOT. If in the future, there is a decision to pay compensation to BOT, the BOT receiving compensation from VAKKAS shall refrain from any vote regarding his/her compensation, although such person may participate generally in compensation discussions of BOT.

Article V Annual Statements

Each trustee and officer shall annually sign a statement affirming such person has (i) received the Policy; (ii) read the Policy; (iii) agrees to comply with the Policy; and (iv) understands that for VAKKAS to maintain its 501(c)(3) status its primary activities must be in furtherance of its charitable purpose.

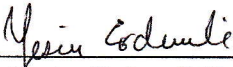
Article VI
Periodic Reviews

To ensure VAKKAS operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status periodic reviews shall be conducted either by the BOT or an outside consultant reporting to the BOT. Such review should include but is not limited to (i) whether compensation levels and benefits are in keeping with industry standards and the result of arms-length bargaining; and (ii) whether any transaction or other arrangement is not in furtherance of the VAKKAS charitable purpose or results in impermissible private benefit or in an excess benefit transaction.

THE FOREGOING CONFLICT OF INTEREST POLICY HAS BEEN READ BY EACH UNDERSIGNED TRUSTEE AND EACH SUCH TRUSTEE ACKNOWLEDGES THAT HE/SHE HAS RECEIVED A COPY OF THE POLICY AND UNDERSTANDS EACH OF ITS PROVISIONS.



Dr. Peride K. Blind, Founder and Trustee



Mrs. Yesim Erdemli, Trustee



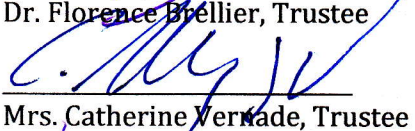
Mr. Birkan Sunkar, Trustee



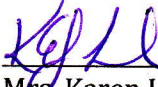
Mr. Charles Ruttan, Trustee



Dr. Florence Bréllier, Trustee



Mrs. Catherine Verrade, Trustee



Mrs. Karen Le Morvan, Trustee