

USA GOLF Federation, Inc.

Code of Ethics and Conflicts of Interest

February 28, 2012

The purpose of this Code of Ethics and Conflicts of Interest (the “**Code**”) is to affirm the high standards of excellence, integrity, honesty and fairness that USA GOLF Federation, Inc. (“**USA GOLF**” or the “**Corporation**”) expects from all of its board members, officers and employees (the “**Constituents**”).

Each of USA GOLF’s Constituents is expected to comply with this Code. Failure to comply may result in disciplinary action, including dismissal. Constituents are also expected to oversee compliance with this Code by those people whom they supervise.

I. Conflicts of Interest and Appearances of Conflict.

A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of USA GOLF. A conflict of interest can arise when a Constituent takes actions or has interests that may make it difficult to perform his or her work for USA GOLF objectively and effectively. Conflicts of interest also arise when a Constituent, or member of his or her family, receives improper personal benefits as a result of his or her position with USA GOLF. Constituents must also avoid any appearance of a conflict of interest and will disclose any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest.

Determining whether a conflict of interest or an appearance of a conflict may exist may not always be an easy task. Constituents are, therefore, encouraged to contact the Executive Director of USA GOLF or the Legal Counsel for USA GOLF for advice and consultation on all such potential conflicts of interest.

Examples of conflicts of interest include:

Interests of Competing or Other Concerns. Constituents must avoid any direct or indirect financial interest, investment or business relationship that may give rise to a conflict of interest, except where full disclosure to USA GOLF is made and the interest, investment or relationship is approved in accordance with this Code.

Gifts and Entertainment. Payments, gifts or entertainment by or to a Constituent in conjunction with USA GOLF’s business will be limited to normal business practices.

Use of Confidential Information. Constituents will maintain the confidentiality of information entrusted to them by USA GOLF, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to USA GOLF or its customers, if disclosed.

II. Fair Dealing.

Each of USA GOLF’s Constituents will at all times deal fairly with USA GOLF’s customers, suppliers, competitors and employees. No Constituent shall take unfair

advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or material facts or any other unfair-dealing practice.

III. Corporate Opportunities.

Constituents may not (a) take for themselves personally opportunities that are discovered through the use of corporate property, information or position; (b) use corporate property, information or position for personal gain; or (c) compete with USA GOLF. Constituents owe a duty to USA GOLF to advance its legitimate interests when the opportunity to do so arises.

IV. Protection and Use of USA GOLF's Assets.

All Constituents should protect USA GOLF's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on USA GOLF's profitability. All of USA GOLF's assets should be used for legitimate business purposes.

v. Financial Reporting.

It is USA GOLF's policy that all disclosures in the financial statements reported to the Finance and Audit Committee of the Board of Directors and included in the annual report to the membership (if any) should be full, fair, accurate, timely and understandable. Although USA GOLF's senior management have the direct responsibility for ensuring that disclosures made in such statements are in compliance with this disclosure policy, Constituents of USA GOLF should inform senior management if they learn that information in any such statements was untrue or misleading at the time such statements were made or if they have information that would affect any such statements to be made in the future.

VI. Compensation.

No Constituent that receives compensation, directly or indirectly, from the Corporation may vote on matters pertaining to that person's compensation. No Constituent who receives compensation from the Corporation, directly or indirectly, shall be prohibited from providing information to any committee regarding his/her compensation.

VII. Compliance with Laws.

USA GOLF is committed to full compliance with applicable governmental laws, rules and regulations affecting its business. Constituents are expected to be familiar with all laws, rules and regulations that apply to them, their jobs and their work and to perform their responsibilities and duties in compliance with all such laws.

VIII. General Compliance; Disciplinary Action.

Each Constituent is expected to promptly report all actual or potential violations of laws, rules, regulations or this Code by any other Constituent of USA GOLF. Specifically, each director, principal officer, and member of a committee possessing powers delegated by the board (if any) shall annually sign a statement which affirms such person:

- Has received a copy of this Code;

- Understands this Code;
- Agrees to comply with this Code; and
- Understands that the Corporation is tax-exempt, and or to maintain such status, must engage primarily in activities which accomplish its tax-exempt purposes.

The board shall take appropriate disciplinary and corrective action in the event a Constituent fails to report a conflict of interest.

USA GOLF encourages its Constituents to talk to supervisors, managers or the Executive Director of USA GOLF or the Legal Counsel for USA GOLF when in doubt about the best course of action in a particular situation. USA GOLF will not allow retaliation for reporting possible violations of this Code in good faith. Compliance with this Code is a condition of employment with USA GOLF and violations will be dealt with appropriately.

Constituents who wish to report a possible violation should contact either the Executive Director of USA GOLF or the Legal Counsel for USA GOLF.

IX. Procedures Upon Report of a Conflict of Interest - Actual or Potential.

Any Constituent with an actual or potential conflict of interest must report all material facts regarding the actual or potential conflict to the directors (or, as applicable, to members of any committee considering the matter giving rise to the conflict).

After disclosure, the Constituent with the actual or potential conflict of interest shall leave the room and the remaining board members or committee members, as the case may be, shall determine after discussion and vote if an actual conflict of interest exists. Minutes shall be taken to record the discussion and the outcome.

If necessary, the chairman of the board or relevant committee shall appoint a disinterested person to investigate the matter prior to the vote.

If it is determined by vote that a conflict of interest exists, then:

- The Constituent with the conflict of interest may make a presentation to the board or committee, as applicable, fully explaining the situation and potential alternatives;
- The Constituent shall leave the room, and the remaining disinterested board members or committee members shall discuss whether there is a more advantageous transaction or arrangement that is reasonably available to the Corporation through a person or entity that would not give rise to a conflict of interest;
- The co-Chairs of the board (or committee chair, as the case may be) may appoint a disinterested party to further investigate the available options;
- If no more advantageous transaction or arrangement is reasonably available to the Corporation, then the disinterested members of the board or committee (as the case may be) shall vote on whether the originally proposed transaction is in

the best interest of the Corporation, and if so, the board or committee shall proceed in accordance with such vote: and

- Minutes shall be taken to record the discussions and the outcome.

X. Periodic Reviews.

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include reviews of (i) whether compensation arrangements and benefits are reasonable, and the result of arm's length bargaining; and (ii) whether partnerships, joint ventures, and arrangements with other organizations conform to this Code, are properly recorded, reflect reasonable investments or payment for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.