

THE BRANDYWINERS, LTD.

WHISTLEBLOWER POLICY

The Brandywiners Ltd. (the “Brandywiners”) Code of Organizational Conduct (the “Code”) requires officers, directors and committee chairmen (the “Representatives”) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. The same high standards are expected of all members and volunteers. Representatives and members must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

The objectives of the Brandywiners Whistleblower Policy (the “Policy”) are to establish policies and procedures for:

- The submission of concerns regarding questionable accounting or audit matters by Representatives, members and other Brandywiners stakeholders, on a confidential and anonymous basis.
- The receipt, retention, and treatment of complaints received by the Brandywiners regarding accounting, internal controls, or auditing matters.
- The protection of Representatives, members and other stakeholders reporting concerns from retaliatory actions.

REPORTING RESPONSIBILITY

Each Representative and member of the Brandywiners has an obligation to report in accordance with this Whistleblower Policy (a) questionable or improper accounting or auditing matters, and (b) violations and suspected violations of the Code (a “Concern”).

SCOPE OF MATTERS COVERED BY THESE PROCEDURES

These procedures relate to any breaches of the Code including, without limitation, (a) dishonesty, lack of integrity, breaches of law and regulations and (b) fraud, intentional misconduct, gross negligence, error and/or misrepresentation in financial statements, records or presentations.

AUTHORITY OF THE BRANDYWINERS COMPLIANCE OFFICER

The Brandywiners Compliance Officer (the “Compliance Officer”) is appointed by the President and his term will end simultaneously with the term of the President. All reported Concerns will be forwarded to the Compliance Officer in accordance with the procedures set forth herein. The Compliance Officer shall be responsible for investigating, and making appropriate recommendations to the Board of Directors (the “Board”). If the Compliance Officer is the subject of the Concern, the President will receive the reported Concern, and be responsible for investigating and making appropriate recommendations to the Board.

NO RETALIATION

This Policy is intended to encourage and enable Representatives and members to raise Concerns within the Brandywiners for investigation and appropriate action. With this goal in mind, no Representative or member who, in good faith, reports a Concern shall be subject to retaliation. Moreover, a Representative or member who retaliates against someone who has reported a Concern in good faith is subject to discipline consistent with the Brandywiners Bylaws.

REPORTING CONCERNS

Brandywiners Members

Members and other stakeholders should submit Concerns in writing directly to the Compliance Officer, or in the case of a Concern about the Compliance Officer, to the President. Contact information for the Compliance Officer and President may be obtained from the website (<http://www.brandywiners.org>).

Brandywiners Electronic Mail Submission

Concerns can be submitted to the Compliance Officer, or the President in case of Concerns about the Compliance Officer, by electronic mail. Electronic mail addresses for the Compliance Officer and President are included on the above website.

ACTING IN GOOD FAITH

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper accounting or auditing practice, or a violation of the Code. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline consistent with the Brandywiners' Bylaws.

HANDLING OF REPORTED VIOLATIONS

The Compliance Officer shall address all reported Concerns. The Compliance Officer shall immediately notify the President of any such reported Concern. The Compliance Officer will notify the sender and acknowledge receipt of the Concern within five business days, if possible. It will not be possible to acknowledge receipt of anonymously submitted Concerns.

All reports will be promptly investigated by the Compliance Officer, and appropriate corrective action will be recommended to the Board, if warranted by the investigation. In addition, action taken must include a conclusion and/or follow-up with the complainant for complete closure of the Concern.

The Compliance Officer, with the concurrence of the Board, has the authority to obtain resources deemed necessary to conduct a full and complete investigation of the allegations.

CONFIDENTIALITY

Reports of Concerns and investigations pertaining thereto, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Disclosure of reports of Concerns to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in discipline consistent with the Brandywiners' Bylaws.