

O.I. Corporation
Insider Trading Policy
(Revised August 2008)

In order to take an active role in the prevention of insider trading violations by its officers, directors, employees, and other related individuals, the Company has adopted the policies and procedures described in this Memorandum.

This Policy applies to certain named individuals listed in the Addendum as well as any other individual who may from time to time be in possession of Material Nonpublic Information. If you have questions regarding whether this Policy applies to you or any potential trading activity in which you propose to engage, you should contact the Company's Chief Financial Officer or Corporate Counsel.

Under this Policy, those individuals listed in the Addendum are prohibited from trading in the Company's securities during a "blackout period" which begins at the close of market on the fifteenth day of the third calendar month of each fiscal quarter and ends at the beginning of the third Trading Day following the date of public disclosure of the Company's financial results for the quarter. The Company may also impose additional "blackout periods" as it deems necessary when other Material Nonpublic Information regarding the Company is pending.

No person shall trade in the Company's securities based on Material Nonpublic Information or provide information to others, including family members, which would allow them to do so, regardless of whether a "blackout period" is in effect. Such conduct is punishable by criminal and civil penalties including fine and imprisonment.

I. Adoption of Insider Trading Policy

The Company has adopted the following Insider Trading Policy which prohibits trading based on Material Nonpublic Information regarding the Company. The Policy (and/or a summary thereof) is to be delivered to all new employees and consultants upon the commencement of their relationships with the Company.

II. Applicability of Policy

This Policy applies to all transactions in the Company's securities, including common stock, options for common stock, preferred stock, warrants and convertible debentures, as well as to derivative securities relating to the Company's stock, whether or not issued by the Company, such as exchange-traded options, and any other securities the Company may issue from time to time. It applies to all officers of the Company, all members of the Company's Board of Directors, all employees of the Company, and all consultants and contractors to the Company and its subsidiaries who receive or have access to Material Nonpublic Information (as defined below) regarding the Company. This group of people, members of their immediate families, and members of their households are sometimes referred to in this Policy as "Insiders". This Policy also applies to any person who receives Material Nonpublic Information from any Insider.

Any person who possesses Material Nonpublic Information regarding the Company is an Insider for so long as the information is not publicly known. Any employee can be an Insider from time to time and would at those times be subject to this Policy.

III. Statement of Policy

It is the policy of the Company to oppose the unauthorized disclosure of any nonpublic information acquired in the workplace and the misuse of Material Nonpublic Information in securities trading.

Specific Policies

1. Trading on Material Nonpublic Information. No director, officer, or employee of, or consultant or contractor to, the Company, and no member of the immediate family or household of any such person, shall engage in any transaction involving a purchase or sale of the Company's securities, including any offer to purchase or offer to sell, during any period commencing with the date that he or she possesses Material Nonpublic Information concerning the Company, and ending at the beginning of the third Trading Day following the date of public disclosure of that information, or at such time as such nonpublic information is no longer material. As used herein, the term "Trading Day" shall mean a day on which national stock exchanges and the Nasdaq Stock Market ("NASDAQ") are open for trading. A Trading Day begins at the time trading begins on such day.

2. Tipping. No Insider shall disclose ("tip") Material Nonpublic Information to any other person (including family members) where such information may be used by such person to his or her profit by trading in the securities of companies to which such information relates, nor shall such Insider or related person make recommendations or express opinions on the basis of Material Nonpublic Information as to trading in the Company's securities.

3. Confidentiality of Nonpublic Information. Nonpublic information relating to the Company is the property of the Company and the unauthorized disclosure of such information is forbidden. In the event any officer, director, or employee of the Company receives any inquiry from outside the Company, such as a stock analyst, for information (particularly financial results and/or projections) that may be Material Nonpublic Information, the inquiry should be referred to the Company's Chief Financial Officer, who is responsible for coordinating and overseeing the release of such information to the investing public, analysts, and others in compliance with applicable laws and regulations.

Potential Criminal and Civil Liability and/or Disciplinary Action

1. Liability for Insider Trading. Pursuant to federal and state securities laws, insiders may be subject to civil and criminal penalties as well as imprisonment for

engaging in transactions in the Company's securities at a time when they have knowledge of Material Nonpublic Information regarding the Company.

2. Liability for Tipping. Insiders may also be liable for improper transactions by any person (commonly referred to as a "tippee") to whom they have disclosed Material Nonpublic Information regarding the Company or to whom they have made recommendations or expressed opinions on the basis of such information as to trading in the Company's securities. The Securities and Exchange Commission (the "SEC") has imposed large penalties even when the disclosing person did not profit from the trading. The SEC, the stock exchanges, and the National Association of Securities Dealers, Inc. ("NASD") use sophisticated electronic surveillance techniques to uncover insider trading.

3. Possible Disciplinary Actions. Employees of the Company who violate this Policy shall also be subject to disciplinary action by the Company, which may include ineligibility for future participation in the Company's equity incentive plans or termination of employment.

IV. Trading Guidelines and Requirements

1. Blackout Period. The period beginning at the close of market on the fifteenth day of the third calendar month of each fiscal quarter and ending at the beginning of the third Trading Day following the date of public disclosure of the financial results for that quarter is a particularly sensitive period of time for transactions in the Company's stock from the perspective of compliance with applicable securities laws. This sensitivity is due to the fact that officers, directors, and other employees, consultants, and contractors will, during that period, often possess Material Nonpublic Information about the expected financial results for the quarter during that period. Accordingly, this period of time is referred to as a "blackout" period. All directors, executive officers, and certain other employees of, and consultants or contractors to, the Company with access to Material Nonpublic Information regarding the Company are prohibited from trading during such period. In addition, from time to time, Material Nonpublic Information regarding the Company may be pending. While such Information is pending, the Company may also impose a special "blackout" period during which the same prohibitions and recommendations shall apply.

2. Trading Window. To ensure compliance with this Policy and applicable federal and state securities laws, the Company requires that all directors, all executive officers, certain employees of the Company, and certain other consultants and contractors to the Company, with access to Material Nonpublic Information, refrain from conducting transactions involving the purchase or sale of the Company's securities other than during the period (the "Trading Window") commencing at the open of market on the third Trading Day following the date of public disclosure of the financial results for a particular fiscal quarter or year and continuing until the close of market on the fifteenth day of the third calendar month of the fiscal quarter. The prohibition against trading during the blackout period encompasses the fulfillment of "limit orders" by any broker

for a director, executive officer, or other employee, or consultant or contractor, and the brokers with whom any such limit order is placed must be so instructed at the time it is placed.

From time to time, the Company may also prohibit directors and officers (and other employees as may be necessary) from trading securities of the Company because of material developments known to the Company and not yet disclosed to the public. In such event, directors and executive officers (and any other persons designated by the Company) may not engage in any transaction involving the purchase or sale of the Company's securities and should not disclose to others the fact of such suspension of trading. The Company would re-open the trading window at the beginning of the third Trading Day following the date of public disclosure of the information or at such time as the information is no longer material.

It should be noted that even during an open trading window, any person possessing Material Nonpublic Information concerning the Company, whether or not subject to the blackout period and trading window, should not engage in any transactions in the Company's securities until such information has been known publicly for at least two Trading Days, whether or not the Company has recommended a suspension of trading to that person. Trading in the Company's securities during the trading window should not be considered a "safe harbor", and all directors, officers, employees, and other persons should use good judgment at all times.

3. Individual Responsibility. Each officer, director, and other employee, consultant, and contractor has the individual responsibility to comply with this Policy against trading. An Insider may, from time to time, have to forego a proposed transaction in the Company's securities even if he or she planned to make the transaction before learning of the Material Nonpublic Information and even though the Insider believes he or she may suffer an economic loss or forego anticipated profit by waiting.

V. Applicability of Policy to Inside Information Regarding Other Companies

This Policy and the guidelines described herein also apply to Material Nonpublic Information relating to other companies, including the Company's distributors, vendors, or suppliers ("business partners"), when that information is obtained in the course of employment with, or other services performed on behalf of, the Company. Civil and criminal penalties, and termination of employment, may result from trading on Inside Information regarding the Company's business partners. All officers, directors, employees, consultants, and contractors should treat Material Nonpublic Information about the Company's business partners with the same care required with respect to information related directly to the Company.

VI. Definition of Material Nonpublic Information

It is not possible to define all categories of material information. However, information should be regarded as material if there is a reasonable likelihood that it would be

considered important to an investor in making an investment decision regarding the purchase or sale of the Company's securities.

While it may be difficult under this standard to determine whether particular information is material, there are various categories of information that are particularly sensitive and, as a general rule, should always be considered material. Examples of such information may include:

- Financial results
- Known but unannounced future earnings or losses
- Execution or termination of significant contracts with collaborators and other business partners
- News of a pending or proposed merger or other acquisition
- News of the disposition, construction or acquisition of significant assets
- Impending financial liquidity problems
- Significant developments related to intellectual property
- Significant developments involving corporate relationships
- Changes in dividend policy
- New product announcements of a significant nature
- New service announcements of a significant nature
- Significant product defects or modifications
- Stock splits
- New equity or debt offerings
- Positive or negative developments in outstanding litigation
- Significant litigation exposure due to actual or threatened litigation
- Major changes in senior management

Either positive or negative information may be material.

Nonpublic Information is information that has not been previously disclosed to the general public and is otherwise not available to the general public.

VII. Certain Exceptions

For purposes of this Policy, the Company considers that the exercise of stock options for cash under the Company's stock option plan or the purchase of shares pursuant to the Company's Employee Stock Purchase Plan (but *not* the sale of any shares issued upon such exercise of an option or participation in the Stock Purchase Plan) are exempt from this Policy, since the other party to these transactions is the Company itself and the price does not vary with the market but is fixed by the terms of the option agreement or the plan, as applicable. In addition, for purposes of this Policy, the Company considers that bona fide gifts of the securities of the Company are exempt from this Policy.

Systematic purchases or sales of stock pursuant to an established 10b5-1 plan under the control of an independent broker are not deemed to violate this Policy since any

purchases or sales made pursuant to such a plan are not in your control. You may not, however, initiate purchases or sales under such a plan or modify the plan while you are in possession of Material Nonpublic Information.

VIII. Additional Information – Directors and Officers

Directors and officers of the Company and certain other persons identified by the Company from time to time must also comply with the reporting obligations and limitations on short-swing transactions set forth in Section 16 of the Securities Exchange Act of 1934, as amended. The practical effect of these provisions is that officers, directors, and such other persons who purchase and sell the Company's securities within a six-month period must disgorge all profits to the Company whether or not they had knowledge of any Material Nonpublic Information. Under these provisions, and so long as certain other criteria are met, neither the receipt of an option under the Company's option plans, nor the exercise of that option is deemed a purchase under Section 16; however, the sale of any such shares is a sale under Section 16. In addition, the receipt of stock under the Company's Employee Stock Purchase Plan is not deemed a purchase under Section 16, but the subsequent sale of such stock is not exempt from Section 16. Section 16 prohibits executive officers and directors from ever making a short sale of the Company's stock. A short sale is a sale of securities not owned by the seller or, if owned, not delivered. Transactions in put and call options for the Company's securities may in some instances constitute a short sale or may otherwise result in liability for short swing profits. All executive officers and directors of the Company and such other identified persons must confer with the Chief Financial Officer or Corporate Counsel before effecting any such transaction. The Company strongly discourages all such transactions by executive officers, directors, and employees.

While employees who are not executive officers and directors are not prohibited by law from engaging in short sales of the Company's securities, the Company believes it is inappropriate for employees to engage in such transactions and therefore strongly discourages *all* employees from such activity. The Company has provided, or will provide, separate memoranda and other appropriate materials to its officers and directors regarding compliance with Section 16 and its related rules.

IX. Inquiries

Please direct your questions as to any of the matters discussed in this Policy to the Company's Chief Financial Officer or Corporate Counsel.