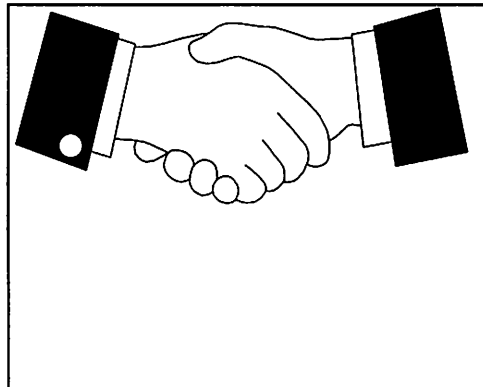


A-1 Personnel of Houston, Inc.

Employee Handbook



LETTER FROM THE PRESIDENT

Dear Employees:

Welcome to A-1 Personnel of Houston. We are an employment service company that services our clients with temporary and regular employees' services. Our goal is to create a productive working environment between our clients and staff.

As President of the Company, I want an open line of communication between the staff and myself. If you have any questions, complaints, or need clarification on any communications, call my Administrative Assistant or me directly.

With employee and employer commitment, A-1 Personnel will continue to provide top talent to our clients.

Sincerely,
Uma Khemka

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I. ABOUT THE COMPANY

A. INTRODUCTION

A-1 Personnel of Houston, Inc., hereafter known as Company or A-1 Personnel, believes that it is important that our employees understand our policies, rules, and benefits.

Our Company is a personnel agency that provides clients with employees. Employees are provided to our clients on an as-needed basis. Our contract positions are for an undefined time period. Although some positions may result in regular employment with one of our clients, there are no guarantees either expressed or implied.

The A-1 Personnel of Houston, Inc. Employee Handbook is to be used as a guideline and is not a contract. No contract may be offered and/or implied by any member of the Company. The Company expects all employees to know and abide by the information in this handbook.

Your employment with A-1 Personnel is on an at-will basis. This means that an employer or employee may terminate employment at any time, with or without cause.

Changes may be made to the handbook from time to time. Employees should contact the President or Administrative Assistant for clarification of any information in the handbook.

II. COMPANY POLICIES

A. EQUAL EMPLOYMENT OPPORTUNITY

It is the policy of this Company to comply with equal employment opportunity. Recruitment, hiring, training, and promotions shall be administered without regard to race, color, religion, national origin, sex, age, or handicap. No person shall, with regard to age, race, handicap, color, religion, national origin, or sex, be excluded from participation in, be denied the benefits of, or be subject to discrimination under any of the policies or procedures of this Company except for a bona fide occupational disqualification.

Any employee who believes that they have been discriminated against is instructed to immediately report the incident verbally and in writing to the President or Administrative Assistant of the Company.

B. SUBSTANCE/ALCOHOL ABUSE POLICY

It is the policy of this Company to maintain a substance-free and alcohol-free work environment.

THE POLICY

The Company prohibits an employee from possessing, selling, transferring, buying, or being under the influence of illegal drugs on or off Company property.

The Company prohibits use, possession, or being under the influence of alcohol or a prohibited drug on Company or client's property while on Company business.

The Company prohibits an employee from using alcohol or any illegal drug off Company property when it affects the employee's work performance, other employees' safety or the employer's position in the community.

IN CONNECTION WITH THE ABOVE POLICY

Employees are notified that a positive drug/alcohol test result will result in immediate termination.

Employees are notified that random drug testing and, at the client's request, pre-employment drug testing will be conducted and compliance is a condition of employment.

Employees are notified that the employer reserves the right to reasonable searches of employee, employee's work area or any vehicle on Company property to monitor policy compliance.

Employees are notified that refusal to submit to a test or search will be considered "voluntary termination."

C. SEXUAL HARASSMENT POLICY

Sexual harassment is illegal and will not be tolerated by A-1 Personnel. Sexual harassment may include touching, leering, sexual comments, advances, propositions, verbal abuse and offensive jokes, pictures or cartoons. The EEOC guidelines define sexual harassment as:

"Unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature when submission to the conduct enters into the employment decisions and/or the conduct unreasonably interferes with an individual's work performance or creates an intimidating, hostile, or offensive working environment."

Sexual harassment is illegal and will not be tolerated. Retaliation against an employee who reports sexual harassment will not be tolerated. Employees should immediately report incidents to the Company President or her Administrative Assistant without fear of retaliation. All reports will be investigated thoroughly and handled as confidentially as possible.

Employees found guilty of sexual harassment or employees who retaliate against another employee who reports sexual harassment will be subject to disciplinary action, up to and including termination.

D. ADA POLICY

The Americans' With Disabilities Act (ADA) prohibits employers from discriminating against qualified individuals with disabilities. A-1 Personnel will provide disabled employees equal access to the job application process, job opportunities and promotions, and the benefits and privileges enjoyed by employees without disabilities.

HIV/AIDS

The ADA defines disability to include HIV infection or AIDS. According to the United States Surgeon General's Report, AIDS is transmitted by intimate sexual contact, exchange of blood products, or mother to infant contact during pregnancy or delivery.

According to the United States Surgeon General's Report, AIDS is not transmitted by coughing or sneezing, close office contact, shaking hands, mosquito or other insect bites, using the same office supplies, accidentally drinking from the same cups, restroom facilities, hugs or casual touching, dishes, utensils or food, tools or machinery, telephones, office equipment or furniture, air, or water.

A-1 Personnel does not test for the AIDS virus and will not discriminate against any individual with a disability. A-1 Personnel will maintain in the strictest confidence all medical records of any employee with HIV or AIDS.

E. CONFIDENTIALITY

A-1 Personnel considers certain information to be confidential. Confidential information is information that is known about the Company as a result of working for the Company. Confidential information includes, but is not limited to, wages/salaries paid to our employees, any information about the clients who use A-1 Personnel services, personnel related information, and any other information that is not generally known to the public.

A-1 Personnel prohibits any employee from releasing any confidential information to another company or individual.

III. COMPANY RULES

A. OFFICE EQUIPMENT AND SUPPLIES

Office equipment, such as typewriters, computers, printers, copiers, fax machines, etc., is for Company use only. Office equipment may not be used for personal business. This includes, but is not limited to, surfing the web and sending or receiving personal e-mail.

Employees should note that there is no reasonable expectation of privacy in their use of the company's electronic resources. All equipment is company property and is to be used for job related purposes only. Termination and/or civil/criminal prosecution may result if these guidelines are not strictly adhered to.

Employees may not bring diskettes from outside the Company and load them or use them on any computer. If an employee does not know how to use the office equipment, he or she should ask for help. Employees will be responsible for damage to the office equipment caused by negligence.

Office supplies, such as pens, paper, staplers/staples, etc., are for Company use only. Office supplies may not be removed from the office or used for personal business.

B. PHONE/INTERNET USAGE

Phones are for business use only. Except for emergency situations, personal use of the Company phones is strictly prohibited during office hours. Employees may only use the phones for personal business on their lunch breaks with permission from their supervisor. No cell phones are permitted to be used on company time.

Customers are very important to any business. A-1 Personnel requires all employees to be polite and helpful to each and every caller.

Always take a complete message, to include name, number, time, date, and reason for call. Do not leave someone on hold for a long time. If the call is not received in a reasonable amount of time, take a message.

Employees are not allowed to use the internet for personal reasons. This includes logging onto websites for personal use not authorized by the company and checking personal e-mail.

C. SAFETY

It is every employee's responsibility to work in a safe manner and to report all unsafe conditions, unsafe practices, and injuries immediately to the President/Administrative Assistant of the Company. All employees receive a separate list of detailed safety instructions. Safety is a team effort. As part of the A-1 Personnel team, work and think safety.

Always remember and practice the safety basics:

1. If something is too heavy, get help. Remember, a weight belt does not help you lift more weight, it just provides support to your back.
2. Use your legs and not your back when lifting anything.
3. Never twist at the waist when lifting; turn your entire body.
4. If you see a spill/leak, block the area or stay beside the area until it is cleaned up.
5. Follow all precautions when using any office equipment or machinery.
6. Good housekeeping of your area is a must. Always pick up after yourself.
7. Horseplay or pranks of any kind are not permitted by the Company. Throwing company property at anyone will result in immediate dismissal.
8. Observe all warning signs and obey the special safety rules of each assignment.
9. Report all injuries within 24 hours. Refer to Section VIIC of the Handbook for further instructions and clarification.
10. Always be aware of your surroundings.

D. WEAPONS

The possession of any form or type of weapon, whether intentional or unintentional, is strictly prohibited on Company property. Furthermore, the Company prohibits the possession of any form of weapon, whether intentional or unintentional, on any client's property while employed with A-1 Personnel.

Any employee who possesses a weapon on Company or client premises while employed with A-1 Personnel may be subject to removal from the property. Any employee who threatens to use or uses a weapon will be subject to immediate removal from the property.

Possession, threat, or use of a weapon will result in disciplinary action, up to and including termination.

E. ATTENDANCE

It is important that all employees maintain good attendance practices. Failure to report for work may place undue hardships on your co-workers. Employees that are excessively absent will be subject to disciplinary action, up to and including termination. Excessively absent is defined as more than one time in a two-month period.

Employees are required to call A-1 Personnel between 8:00am and 8:30am (or at least 30 minutes before the beginning of their shift) if they will be absent. If the call is made before 8:00am, a detailed message must be left including: employee name, reason for being absent, and date employee will return to the assignment. You also must notify your employer.

Employees that do not call or show up for work for two consecutive days will be considered a voluntary resignation.

F. PUNCTUALITY

It is important that employees report to work on time. Employees that are excessively tardy will be subject to disciplinary action, up to and including termination. Excessively tardy is defined as reporting to work late more than two times in a one-month period.

G(a). Abandonment Policy:

ANY EMPLOYEE who leaves his/her assignment before the end of a workday, or does not report to their assignment on any given day without prior notice and the approval of A-1 Personnel, will have abandoned their assignment. If an employee abandons his/her position, the hourly rate of pay will automatically drop to the current minimum wage for the hours worked. NO EXCEPTIONS will be made regarding this policy. Abandoning a position is also ground for immediate termination.

G(b). COMPLETION OF ASSIGNMENT

Employees are required to submit in writing the date and reason for termination within 24 hours of completion of assignment. You must also report yourself available by the following Monday after termination and each Monday after to be eligible for rehire. You may visit our website at www.alpersonnelinc.com to report or you may also call and place your name and phone number on the availability line, 713-773-4239. If you do not report weekly we will assume you have found a job and no longer need our job placement services. Unemployment benefits may be denied for failure to notify us that your assignment has ended and failure to place yourself on the availability list for future assignments.

G(c). JOB DESCRIPTION

You will be given a brief job description verbally or written when hired. Clients may add additional job duties for you to perform which may not be clearly defined in your job description. For example, you may have a job description as a Data Entry Operator and the client may ask you to answer the phone or to file. This is expectable and we expect you to follow such instructions.

Exception to the above rule: If your job description is a Data Entry Operator and the client asks you to drive a truck or work in the warehouse, you must call A-1 Personnel immediately and inform A-1 Personnel. This situation is unacceptable.

H. RULES OF CONDUCT

A-1 Personnel strives to maintain a positive and productive relationship with its clients and in the community.

The acceptance of gifts, gratuities, or favors by an employee in connection with A-1 Personnel may represent the cost of a client doing business with the Company. The accepting of gifts, gratuities, or favors by A-1 Personnel employees from clients is strictly prohibited unless approved in writing by the Company President.

I. CONFLICT OF INTEREST

Many employees work for another company during their off hours, yet A-1 Personnel expects employee loyalty. Employees may work for another company only if that company is not an A-1 Personnel competitor or work for the other company does not interfere with the employee's work performance. Employees of the Company are expected to devote their full attention to the Company when at work for the Company. Furthermore, employees of the Company are required to inform the Company of a potential conflict of interest in advance.

A-1 Personnel reserves the right to ask an employee to eliminate the conflict or resign.

J. REPORTING CHANGES

All changes of personal information, such as name, address and phone number,

must be submitted to the President or Administrative Assistant immediately. All changes must be made in writing, dated, and signed by the employee. A-1 Personnel will not be responsible for a check sent to an address on file. A charge of \$35.00 will be charged to replace the check.

Employees must complete a new W-4 form before changes will be made to marital status and/or number of dependents claimed for tax purposes.

K. SOLICITING

Employees are strictly prohibited from solicitation and/or distribution of literature on Company premises or client's premises.

L. SMOKING

Smoking inside any building belonging to the Company or client is strictly prohibited.

IV. EMPLOYMENT TYPES

A. OFFICE STAFF

Employees that work in the A-1 Personnel office are considered office staff.

B. CONTRACT STAFF

Employees that work assignments for A-1 Personnel's clients are considered contract staff.

V. EMPLOYMENT STATUS

A. PROBATIONARY EMPLOYEE

Employees are considered probationary employees for their first 90 days of employment with A-1 Personnel. Probationary employees may resign or be terminated for any reason without prior notice.

B. REGULAR EMPLOYEE

Regular employees are employees that have completed their ninety days probationary period.

C. PART-TIME EMPLOYEE

A part-time employee is an employee that works less than an average of 35 hours per week.

D. FULL-TIME EMPLOYEE

A full-time employee is an employee that works an average of 36 or more hours per week.

VI. PAYROLL

A. YOUR PAY

Non-exempt employees will be paid time and one-half for any hours worked over 40 in a workweek. Overtime is not allowed unless approved, in advance, by Company or client.

Exempt employees will be paid an agreed upon base salary per week. A-1 Personnel pays on a weekly basis. Contract employees are expected to submit a copy of their timesheet via fax by Monday and original timesheets must be received in our office by 12:00 p.m. on Tuesday in order to receive payment for the previous workweek. It is the employee's responsibility to turn in time

sheets on time as well as to follow up to be sure they have been received. A-1 Personnel will not contact employees to make sure that they have submitted the necessary time cards for a pay period. If an employee turns in their time card late this may result in the paycheck for that pay period being delayed until the next scheduled pay period.

B. RECEIVING YOUR CHECK

Employees may pick up their paycheck at the A-1 Personnel main office on Friday of payroll week, have it mailed to their home, authorize someone else to pick up their check, or authorize direct deposit. No verbal communication will be accepted; all requests with regards to paychecks must be made in writing.

Pick Up

We must be notified in writing that your check needs to be held at the main office. A letter must be on file or faxed to A-1 before Thursday, 12:00 p.m. (noon) for the Friday paycheck. Checks may be picked up after 8:00 am on Friday.

Mailed

Your check will be mailed to your home. A-1 Personnel cannot control the US Postal Service. If an employee has not received his or her check after 10 working days, he or she should call the A-1 Personnel main office. **Employees requesting the Company to put a stop payment on a check before the 10 working day waiting period has expired are responsible for paying the stop payment fee charged by the bank. (Normally \$35.00)**

Direct Deposit Requirements

Employee account information for direct deposit must be submitted as a void check or bank letter. Direct deposit information should have the employee's name, bank affiliation, account number, account type (checking or savings) and routing number on the same page. It is the employee's responsibility to make sure the documentation is legible. Information that is unclear will not be processed and employee must resubmit.

Authorization

Hand written authorization from the employee is required before a paycheck will be released to anyone other than the employee. The authorization must contain a signature, the name of the person authorized to pick the check up, and the date of the authorization. The person authorized to pick up the employee's check will be required to show a valid picture I.D. before the check will be released.

C. FINAL PAYCHECK

Employees that are involuntarily terminated will receive their final paycheck within six (6) days from the date of the involuntary termination, by written request. If no written request is received, you will receive your final check with the regular scheduled payroll.

Employees that voluntarily resign from A-1 Personnel will receive their paycheck on the next scheduled payday.

Employees who are terminated, whether involuntarily or voluntarily, are required to follow the procedures under *Receiving Your Paycheck* listed in the preceding section. The final paycheck received will only cover the wages earned through the date of termination.

VII. BENEFITS

A. VACATION

No Vacation will be paid to temporary employees.

B. HOLIDAYS

No Holiday pay will be paid to temporary employees.

C. WORKERS' COMPENSATION

Employees have the right to receive workers' compensation benefits as a result of a work-related accident or injury.

Employees are required to report any accident and/or injury to the Company President or Administrative Assistant within 24 hours of the occurrence. Employees are also required to be drug tested within 24 hours of the occurrence. Failing to do so may cause the employee to not receive benefits.

A work release from the attending physician is required before an employee will be allowed to return to work. Upon receiving a work release from an employee's attending physician, employees are required to contact the President or Administrative Assistant within 24 hours. Employees who do not call or report to work for two consecutive days after receiving a work release will be considered to have voluntarily resigned.

D. LEAVE

1. Jury Duty

A-1 Personnel provides unpaid leave to serve on state and federal juries. Employees that are notified of jury duty must inform the Company immediately and provide to the Company the written notification.

2. Military Leave

The Company provides unpaid military leave to regular, full-time employees. The employee is required to notify the Company immediately when called to active duty. The employee must provide the Company with the anticipated duration of service and the expected date to return to work.

3. Family Medical Leave Act (FMLA)

Employees who have been employed with the Company for 12 months and have worked at least 1,250 hours are eligible for up to twelve weeks of unpaid leave for:

- * The birth or adoption of a child
- * To care for a seriously ill spouse, child, or parent
- * A serious health condition of the employee

A serious health condition is an illness, injury, impairment, or physical or mental condition that involves inpatient care in a medical facility or continuing treatment by a health care provider. Employees will be required to provide medical documentation of the serious health condition for self or family member. Employees that are out due to their own serious health condition will be required to submit a release to duty from their physician before returning to work.

Employees are allowed to take up to 12 weeks of unpaid leave in one 12-month period. Employees will be restored to their previous position, or an equivalent position at the same status and pay. If their assignment is with one

of our clients and the position is no longer available, A-1 Personnel will make every effort to secure a similar assignment for the employee.

Any employee who accepts employment with another company while on Family Medical Leave will be considered to have voluntarily resigned their position with the Company.

VIII. GENERAL INFORMATION

A. PARKING

Employees of A-1 Personnel are required to follow Company and client parking instructions. Employees may only park in parking spots designated as Company and client employee parking.

B. RESIGNATIONS

The Company requests that employees provide a written letter of resignation and two weeks notice.