

ELANDIA, INC.
POLICY GOVERNING INSIDER TRADING

March 27, 2008

I. PURPOSE

The Board of Directors of Elandia, Inc., a Delaware corporation (the “Company”), has adopted this Policy Governing Insider Trading (this “Policy”) for all of its directors, officers and employees, their family members, and specially designated outsiders who have access to the Company’s “material nonpublic information” (as defined below), effective as of the above date. This Policy is designed to comply with federal and state securities laws governing (a) trading in the Company’s securities while in the possession of material nonpublic information concerning the Company, and (b) tipping or disclosing material nonpublic information to outsiders, and in order to prevent even the appearance of improper insider trading or tipping.

II. SCOPE

- A. Covered Persons.** This Policy covers all directors, officers and employees of the Company and its subsidiaries, their immediate family members (collectively referred to as “Insiders”), and any third parties whom the Insider Trading Compliance Officer may from time-to-time designate in writing as Insiders because they have access to material nonpublic information concerning the Company.
- B. Covered Transactions.** This Policy applies to any and all transactions in the Company’s securities, including its common stock, options to purchase common stock, preferred stock, convertible debentures, warrants and exchange-traded options or other derivative securities, as well as any other type of security the Company may issue.
- C. Delivery.** This Policy will be delivered to all Insiders and designated outsiders upon its adoption by the Company, and to all new Insiders and designated outsiders at the start of their employment or relationship with the Company. Upon first receiving a copy of the Policy or any revised versions, each Insider must sign an acknowledgment that he or she has received a copy and agrees to comply with the Policy’s terms. Section 16 Persons (as defined below) may be required to certify compliance with the Policy on an annual basis.

III. SECTION 16 PERSONS

- A. Section 16 Persons.** The Company has identified those persons listed on Schedule A attached hereto (“Section 16 Persons”) as the directors and officers who are subject to the reporting provisions and trading restrictions of Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the underlying rules and regulations promulgated by the U.S. Securities and Exchange Commission (“SEC”). Section 16 Persons must disclose in writing all trades in Company securities to the Insider Trading Compliance Officer in accordance with the procedures set forth in Section VI.C below. The Company will amend Schedule A from time-to-time as necessary to reflect the addition, resignation or departure of Section 16 Persons.

B. Key Employees. The Company has designated those persons listed on Schedule B attached hereto as key employees who, because of their position with the Company and their access to material nonpublic information, qualify as Section 16 Persons who must disclose in writing all trades in Company securities to the Insider Trading Compliance Officer in accordance with the procedures set forth in Section VI.C below. The Company will amend Schedule B from time to time as necessary to reflect the addition, resignation or departure of key employees.

C. Additional Information for Section 16 Persons. Section 16 Persons must also comply with the reporting obligations and limitations on "short-swing" transactions set forth in the federal securities laws. The practical effect of these provisions is that Section 16 Persons who both purchase and sell the Company's securities within a six-month period must refund to the Company all profits from the sale, whether or not they had knowledge of any material non-public information. Under these provisions, and so long as certain other criteria are met, the receipt of options under the Company's option plans, the exercise of such options, and the purchase of shares through such plans are not subject to these restrictions; however, the sale of any such shares is subject to this 6-month rule. Additionally, Section 16 Persons may never make a short sale of the Company's stock. The Company has provided, or will provide, separate memoranda and other appropriate materials to its Section 16 Persons regarding compliance with these rules.

IV. COMPLIANCE OFFICER

A. Designation of Compliance Officer. The Company has designated the Company's General Counsel as its Insider Trading Compliance Officer (the "Compliance Officer"). The Compliance Officer will review all proposed trades by Section 16 Persons in accordance with the procedures set forth in Section VI.C below.

B. Duties of Compliance Officer. In addition to the trading approval duties described in Section VI.C below, the duties of the Compliance Officer will include the following:

- Administering this Policy and monitoring and enforcing compliance with all policy provisions and procedures;
- Responding to all inquiries relating to this Policy and its procedures;
- Designating and announcing special trading blackout periods during which no Insiders may trade in Company securities;
- Providing copies of this policy and other appropriate materials to all current and new Insiders, and such other persons who the Compliance Officer determines have access to material nonpublic information concerning the Company; Administering, monitoring and enforcing compliance with all federal and state insider trading laws and regulations, including without limitation Sections 10(b), 16, 20A and 21A of the Exchange Act and the

rules and regulations promulgated thereunder, and Rule 144 under the Securities Act of 1933, as amended (the “Securities Act”); and assisting in the preparation and filing of all required

- SEC reports relating to insider trading in Company securities, including without limitation Forms 3, 4 and 5 and, upon reasonable request, Form 144 and Schedules 13D and 13G;
- Revising the Policy as necessary to reflect changes in federal or state insider trading laws and regulations;
- Maintaining as Company records originals or copies of all documents required by the provisions of this policy or the procedures set forth herein, and copies of all required SEC reports relating to insider trading, including without limitation Forms 3, 4 and 5 and, upon reasonable request, Form 144 and Schedules 13D and 13G; and
- Maintaining the currency of the list of Section 16 Persons as attached on Exhibits A and B, and updating them periodically as necessary to reflect additions to or deletions from each category of individuals.

The Board of Directors may designate at all times one or more individuals who may perform the Compliance Officer’s duties.

V. DEFINITION OF “MATERIAL NONPUBLIC INFORMATION”

- A. “Material” Information.** Information about the Company is “material” if it would be expected to affect the investment or voting decisions of the reasonable stockholder or investor, or if the disclosure of the information would be expected to significantly alter the total mix of the information in the marketplace about the Company. In simple terms, material information is any type of information which could reasonably be expected to affect the price of Company securities. While it is not possible to identify all information that would be deemed “material” the following types of information are illustrative of the types of information which ordinarily would be considered material:
- Financial performance, especially quarterly and year-end earnings, and significant changes in financial performance or liquidity;
 - Company projections and strategic plans;
 - Potential mergers and acquisitions or the sale of Company assets or subsidiaries;
 - New major contracts, orders, suppliers, customers, or finance sources, or the loss thereof;
 - Major discoveries or significant changes or developments in products or product lines, research or technologies;
 - Significant pricing changes;

- Stock splits, public or private securities/debt offerings, or changes in Company dividend policies or amounts;
 - Significant changes in senior management;
 - Significant labor disputes or negotiations; or
 - Actual or threatened major litigation, or the resolution of such litigation.
- C. “Nonpublic” Information.** Material information is “nonpublic” if it has *not* been widely disseminated to the public through major newswire services, national news services and financial news services. For the purposes of this policy, information will be considered public, i.e., no longer “nonpublic”, after the close of trading on the second full trading day following the Company’s widespread public release of the information.
- D. Consult the Compliance Officer for Guidance.** Any Insiders who are unsure whether the information that they possess is material or nonpublic must consult the Compliance Officer for guidance before trading in any Company securities.

VI. STATEMENT OF COMPANY POLICY AND PROCEDURES

- A. Prohibited Activities.** The following activities are strictly prohibited by any Insider:
- No Insider may trade in Company securities while possessing material nonpublic information concerning the Company.
 - No Insider may trade in Company securities during any applicable “blackout period” described in Section VI.B below, or during any special trading blackout periods designated by the Compliance Officer.
 - No Section 16 Person listed on Schedules A and B may trade in Company securities unless the Compliance Officer has received notice in writing in advance of such trading in accordance with the procedures set forth in Section VI.C below. Section 16 Persons who wish to sell Company securities in order to liquidate their profits are strongly encouraged to sell their securities pursuant to a predetermined written plan adopted prior to each fiscal or calendar year, which is approved by the Compliance Officer, specifies the dates and amounts of securities to be sold, and cannot be modified during the year. To the extent possible, Section 16 Persons should retain all records and documents that support their reasons for making each trade.
 - No Insider may “tip” or otherwise disclose material nonpublic information concerning the Company to any outside person (including family members, analysts, individual investors, and members of the investment community and news media), unless required as part of that Insider’s regular duties for the Company and authorized by the Compliance Officer. If any such disclosure has been inadvertently or mistakenly made, it must be reported immediately (in sufficient detail) to the Compliance Officer. In any instance in which such information is disclosed to outsiders, the Company will take such steps as are necessary to preserve the

confidentiality of the information, including requiring the outsider to agree in writing to comply with the terms of this Policy and/or to sign a confidentiality agreement. All inquiries from outsiders regarding material nonpublic information about the Company must be forwarded to the Compliance Officer.

- No Insider shall give trading advice of any kind about the Company to anyone while possessing material nonpublic information about the Company, except that Insiders should advise others not to trade if doing so might violate the law or this policy. The Company strongly discourages Insiders from giving any trading advice concerning the Company to third parties at any time.
- No Insider shall trade in any interest or position relating to the future price of Company securities, such as a put, call or short sale.
- No Insider shall (a) trade in the securities of any other public company while possessing material nonpublic information concerning that company, (b) “tip” or disclose material nonpublic information concerning any other public company to anyone, or (c) give trading advice of any kind to anyone concerning any other public company while possessing material nonpublic information about that company.

B. Trading Blackout Periods

1. *No Trading During Blackout Periods.* No Insiders may trade in Company securities during the following periods or during any special blackout periods that the Compliance Officer may designate:

- Trading in the Company’s securities is prohibited during the period between five days prior to and 24 hours following any Company press release.
- Trading in the Company’s securities is prohibited during the period between 20 days prior to and 48 hours following the scheduled due date for filing of the Company’s quarterly and annual reports with the SEC. **Note:** these periods may be modified by the Company in the event a filing extension is required, or in other circumstances as it deems appropriate.

No Insiders may disclose to any outside third party that a special blackout period has been designated.

2. *Pre-clearance For All Trades.* Before **any** trade in the Company’s securities can be executed (at any time) by an Insider, the Insider must provide two business days notice in writing in advance to the Compliance Officer. This precaution is intended to minimize the potential of a trade when there has been a material development regarding the Company which has not been made public, but knowledge of which could be imputed to the Company or Insider proposing the trade.

C. Procedures for Approving Trades by Section 16 Persons and Hardship Cases

1. *Section 16 Person Trades.* No Section 16 Person may trade in Company securities until

- a. the person trading has notified the Compliance Officer in writing two business days in advance of the amount and nature of the proposed trade(s), and
- b. the person trading has certified to the Compliance Officer in writing no earlier than two business days prior to the proposed trade(s) that (i) he or she is not in possession of material nonpublic information concerning the Company and (ii) the proposed trade(s) do not violate the trading restrictions of Section 16 of the Exchange Act or Rule 144 of the Securities Act.

2. *Hardship Trades.* The Compliance Officer may, on a case-by-case basis, authorize trading in Company securities due to financial hardship or other hardships only after

- a. the person trading has notified the Compliance Officer in writing two business days in advance of the circumstances of the hardship and the amount and nature of the proposed trade(s), and
- b. the person trading has certified to the Compliance Officer in writing no earlier than two business days prior to the proposed trade(s) that he or she is not in possession of material nonpublic information concerning the Company, and
- c. the Compliance Officer has approved the trade(s) in writing.

3. *No Obligation to Approve Trades.* The existence of the foregoing procedures does not in any way obligate the Compliance Officer to approve or disapprove any trades requested by Section 16 Persons or hardship applicants. However, the Compliance Officer may disapprove any proposed trading requests at their sole reasonable discretion, in which case the Section 16 Persons or hardship applicants must not trade in the Company's stock or they risk being in violation of these Policies and Procedures.

D. Employee Benefit Plans

1. *Employee Stock Purchase Plans.* The trading prohibitions and restrictions set forth in this Policy do not apply to periodic contributions by the Company or employees to employee benefit plans, e.g., pension or 401K plans, which are used to purchase Company securities pursuant to the employee's advance instructions; however, no officers or employees shall alter their instructions regarding the purchase or sale of Company securities in such plans while in the possession of material nonpublic information.

2. *Stock Option Plans.* The trading prohibitions and restrictions of this Policy do not apply to the acquisition of securities through the exercise of stock options granted by the Company. However, all sales of securities acquired by means of the exercise of such stock options shall be subject to the trading prohibitions and restrictions of this Policy.

E. Priority of Statutory or Regulatory Trading Restrictions. The trading prohibitions and restrictions set forth in this policy will be superseded by any greater prohibitions or restrictions prescribed by federal or state securities laws and regulations, e.g., "short-swing" trading by Section 16 Persons, or restrictions on the sale of securities subject to Rule 144 under the Securities Act of

1933. Any Insider who is uncertain whether other prohibitions or restrictions apply should ask the Compliance Officer.

VII. POTENTIAL CIVIL, CRIMINAL AND DISCIPLINARY SANCTIONS

A. Individual Responsibility. Each person is individually responsible for complying with the securities laws applicable to their region and this Policy, regardless of whether there is prohibited trading by that person or any other Insiders. Trading in securities outside the applicable blackout periods should not be considered a "safe harbor," although the safest period for trading in the Company's securities, assuming the absence of material non-public information, is generally the first ten trading days following the end of the applicable blackout period. The blackout periods are particularly sensitive for transactions in the Company's stock for compliance with applicable securities laws as Insiders will, as any quarter progresses, be increasingly likely to possess material non-public information about the expected financial results for the quarter.

The matters set forth in this Policy are guidelines only, and appropriate judgment should be exercised in connection with all securities trading. Also, these guidelines are not a substitute for any applicable laws and regulations which may apply in the jurisdictions where a person works or does business. Each person is expected to remain familiar with, and comply with, all applicable laws and regulations in his or her region. If there are any inconsistencies between this Policy and the laws in a person's region, then the local laws will apply to the extent of the inconsistency.

B. Civil and Criminal Penalties. The consequences of prohibited insider trading or tipping can be severe. Persons violating insider trading or tipping rules may be required to disgorge the profit made or the loss avoided by the trading, pay the loss suffered by the person who purchased securities from or sold securities to the insider tippee, pay civil penalties up to three times the profit made or loss avoided, pay a criminal penalty of up to \$1 million, and serve a jail term of up to ten years. The Company and/or the supervisors of the person violating the rules may also be required to pay major civil or criminal penalties. Criminal and civil penalties can vary from jurisdiction to jurisdiction and, in some circumstances, laws of a particular country may apply to a person on an extraterritorial basis.

C. Company Discipline. Violation of this policy or federal or state insider trading or tipping laws by any Insider, may subject a director to dismissal proceedings and an officer or employee to disciplinary action by the Company up to and including termination for cause.

D. Reporting of Violations. Any Insider who violates this policy or any federal or state laws governing insider trading or tipping, or knows of any such violation by any other Insiders, must report the violation immediately to the Compliance Officer. Upon learning of any such violation, the Compliance Officer, in consultation with the Company's legal counsel, will determine whether the Company should release any material nonpublic information, or whether the Company should report the violation to the SEC or other appropriate governmental authority.

VIII. INQUIRIES

Please direct all inquiries regarding any of the provisions or procedures of this policy to the Compliance Officer.

Schedule A
Section 16 Persons

Stanford International Bank, Ltd.
Pete R. Pizarro
Javier Rodriguez
Harley L. Rollins
Charles J. Fernandez
Dr. M. Lewis Temares

Schedule B

Key Employees

Diana P. Abril