

CODE OF BUSINESS CONDUCT AND ETHICS

All directors, officers, and employees must conduct themselves and the business of Loadcraft Industries, Ltd. (“Loadcraft” or “Company”) in a legal and ethical manner. This Code of Business Conduct and Ethics (“Code”) sets out the basic principals for all directors, officers, and employees to follow in fulfilling their responsibility to conduct themselves accordingly.

POLICY STATEMENT

A reputation for integrity is one of the most valuable assets a company can possess. Loadcraft’s reputation is dependent on the integrity and sense of responsibility demonstrated by our directors, officers, employees, agents, and other persons acting on behalf of Loadcraft (“Covered Persons”). The Code sets forth our commitment that all Covered Persons exemplify a high standard of ethical and legal conduct in all Loadcraft business practices.

While compliance with all applicable law is the foundation for the Code, you are expected to avoid unethical business dealings, whether actual or perceived, even when those business dealings may not violation applicable law. In many respects, the Code sets forth a higher standard than applicable legal requirements.

The Code covers a wide range of topics, but it cannot be expected to cover every issue that may arise. As a result, the Code sets forth certain fundamental principles to guide you. Nothing can replace good judgment on your part, and you must apply these principles in both letter and spirit. Where the letter of the Code is not specific, the spirit must prevail.

REPORTING UNETHICAL BUSINESS PRACTICES

- All Covered Persons are responsible for reporting any suspected violations of Company Policy
- Policy Overview
 - Unethical business practice in violation of Company policy, no matter how insignificant a violation appears, jeopardizes the Company’s reputation for honesty and could subject both the organization and its personnel to potential criminal and civil liability.
 - It is every Covered Person’s responsibility to report suspected violations of Company policy (or applicable laws) to his or her immediate supervisor. When it is impractical to do so, employees are responsible for reporting the suspected offense to another manager, the Human Resources Department, or directly to the Company Compliance Officer. This policy applies to every individual affiliated with the Company around the world and across all levels of the organization.
 - It is the objective of the Company to 1) maintain an environment of open communication, allowing all employees an opportunity to express their concerns

regarding violations of Company policy, and 2) help employees recognize and avoid unethical business conduct.

- In order to assist its employees in reporting suspected violations, the Company has set up a secure, anonymous incident reporting system. All suspected violations must be reported to the Compliance Officer who will review the matter and consult with legal counsel as appropriate. Action will be taken as deemed necessary
- Basic Rules
 - If you become aware of any conduct by an employee, officer, director, agent, or other representative that you believe may be unlawful, or unethical or may violate any portion of this Code of Business Conduct, you should speak up promptly.
 - To report an incident, we encourage you to contact your supervisor or the Compliance Officer. If this is impractical, you may use the anonymous incident reporting system.
- Q&A
 - Q: I don't want to get fired if I make a report. Does the Company provide me with any protection?
 - A: Yes, any employee who, in good faith, seeks advice, raises a concern or reports a possible violation is following this code and doing the right thing. The Company strictly prohibits and will not tolerate retaliation of any kind against anyone who reports a concern in good faith or who helps to investigate or resolve it. Anyone engaging in retaliatory conduct will be subject to disciplinary action, which may include termination of employment.
 - Q: Will a response be given for every complaint that is filed? Is there a certain time frame that I can expect to receive a response?
 - A: Yes, every serious complaint will receive a response in some form or fashion. The time period for a response may vary.
- Each Covered Person is responsible for his or her own behavior. While performing your job duties, you are responsible for ensuring that you conduct yourself in a manner that reflects positively on the company. You are also responsible for the behavior of any contractors or subcontractors under your supervision. These responsibilities include, but are not limited to:
 - Complying with all applicable laws and regulations;
 - Complying with all Company policies;
 - Attending all required training;

- Maintaining appropriate ethical behavior;
- Reporting any suspected violations of the Code; and
- Submitting a Compliance Certification as required by the Compliance Officer.

ELECTRONIC COMPLIANCE POLICY

- Computers and electronic communications are critical to our business. Everyone who uses a Company computer or PDA and creates business records must use them responsibly.
- Policy Overview
 - The Company must manage its business records and information in order to facilitate efficient business operations; protect the Company’s assets; comply with all applicable legal, financial and regulatory requirements relating to record retention; and avoid unnecessary costs. Employees must retain all documents (**including e-mails and computer records**) in their custody or control that relate to any “tax hold” and/or **reasonably foreseeable** or ongoing investigation, lawsuit, audit or examination involving the Company, and as directed by the Legal Department.
 - **All employees must comply with the Document Retention Program, as well as all applicable laws and regulations relating to the preservation of documents and records.**
 - When creating documents, use care to make them accurate and truthful.
 - The destruction or alteration of documents or records in order to impede an investigation, lawsuit, audit or examination violates Company policy and may lead to prosecution for obstruction of justice. If you are not sure whether a document may be disposed of, call the Compliance Officer.
 - Computers and electronic communications are critical to our business. Everyone who uses a Company computer must use it responsibly and respect restrictions on how it is used. Subject to local laws, the Company reserves the right to access, monitor and disclose communications made on its systems. Keep this in mind and exercise care when you use electronic mail.
- Basic Rules
 - Never
 - Never use e-mail or the Internet in a way that might be considered to be discriminatory, offensive, defamatory, harassing, obscene or an invasion of someone’s privacy.

- Never use Company electronic communications systems to improperly disseminate confidential, proprietary, copyrighted or licensed materials.
 - Never use Company electronic communications systems to transmit chain letters, advertisements or solicitations (unless authorized).
 - Always
 - Always use computers primarily for legitimate business purposes. Any personal uses should be reasonable and kept to a minimum.
 - Protect information used to access Company networks, including IDs and passwords, pass codes, and building-access key cards.
 - Think before you send an e-mail. Electronic communications can be easily circulated and can be retrieved even when deleted.
 - Always make certain to abide by the Company's Document Retention Policy which is located on the Intranet. If you receive a "Document Hold Notice," please make certain to retain the documents subject to the Hold Notice.
- Q&A
 - Q: Isn't it illegal for the Company to read my e-mail?
 - No, it is not illegal. In fact, according to the Electronic Communications Privacy Act (ECPA), an employer-provided computer system is the property of the employer. As such, the Company has every right to monitor all e-mail traffic and internet surfing that occurs on the Company's system.
 - Q: What happens if a co-worker sends me an obscene or offensive e-mail message? Am I going to lose my job because of someone else's action?
 - A: You cannot control other employees' actions, but you can control your own. If you receive an offensive e-mail message from another employee, take the following steps:
 - Do not forward, delete or reply to the message. Leave it in your electronic mailbox for management to review.
 - Report the incident to your supervisor, manager or the Human Resources department. Management will handle the situation from there.
 - Q: How will I know if a document that is scheduled for destruction under Company policy is relevant to pending litigation, investigation or audit?

- A: As soon as the Company becomes aware that such a legal proceeding, audit or investigation has commenced or is imminent, the Compliance Officer will circulate a memorandum outlining which records and documents may be relevant and are not to be destroyed.

CONFIDENTIALITY POLICY

- Covered Persons are prohibited from (1) disclosing any confidential information about the Company to anyone outside the Company, and (2) misusing any form of confidential financial, business or technical information or any property, from any other person or company for individual gain.
- Policy Overview
 - To avoid compromising the Company or its clients in business dealings, employees may not store or communicate confidential information about the Company's business outside of the Company in verbal, written, or electronic form.
 - Employees entrusted with confidential information about the Company's business activities should keep it confidential even within the Company. Personnel may not act on that information, including trading in securities, for personal gain or by informing others before it has been made public.
 - Likewise, Covered Persons must not misuse confidential information about other companies with which they have been entrusted.
 - Information should be disclosed within the Company only to those persons who are required to have the information as part of their job function.
- Basic Rules
 - Never
 - Never share confidential information with friends or family.
 - Never talk about confidential information in public places, such as elevators, airplanes or restaurants where you can be overheard.
 - Never leave confidential information unattended on your desk, within Company facilities or in public areas.
 - Never disclose Company confidential information to anyone outside of the Company who does not have a confidentiality agreement protecting that information or to anyone inside the Company who does not have a need to know the information.

- Never use third party confidential information that has been obtained illegally or unethically.
 - Never post confidential Company information on internet message boards or social websites, *e.g.*, websites such as Yahoo! or Facebook.
 - Never disclose confidential information about the Company on a personal website blog.
 - Always
 - Protect confidential information regardless of the media it is conveyed (*i.e.*, printed, email, electronic files, or verbal communication).
 - Retain confidential information in accordance with the Company Record Retention Policy.
- Q&A
 - Q: Is this policy intended to violate my rights under the National Labor Relations Act?
 - A: No. The Company recognizes the rights of its employees to discuss some terms and conditions of their employment for purposes of mutual aid or protection. However, at the same time, the law grants the Company the right to prohibit the disclosure of certain information, such as trade secrets and other intellectual property from third parties and competitors.
 - Q: Can I get in trouble for posting Company information on a personal website or blog?
 - A: (For those of you who do not know, a “blog” is short for a web log or journal posted on the Internet. Unless the blog’s creator restricts access to the blog, the blog may be accessed by anyone on the Internet.) Yes, the Company has the right to discipline an employee, up to and including termination, if they post confidential information about the Company on a personal blog. Public disclosure of certain corporate information on a blog could also violate Federal Securities Laws. There are all sorts of penalties that can be imposed under Federal and State security laws if an employee accidentally or intentionally discloses “insider information” or “non-public” information on a personal blog.

BUSINESS ENTERTAINMENT AND GIFTS POLICY

- Solicitation of or dealings with suppliers, customers, or others doing business (or seeking to do business) with the Company shall reflect both the Company’s best business interests and its high ethical standards.
- Policy Overview

- Except in the case of government officials, as set forth below, Covered Persons are permitted to provide common courtesies, entertainment, and reasonable gifts for potential or existing customers or others involved with the Company's business in a manner appropriate to the business relationship. In all cases, related expenses should be reasonable, authorized, and consistent with applicable law and should be accurately recorded in the Company's books and records.
- Providing business entertainment and gifts to U.S. and foreign government officials (including employees of state-owned, -controlled, or -operated companies), and private persons acting in an official capacity on behalf of the government can raise serious concerns under U.S. and local laws. Business entertainment and gifts should not be provided to government officials without advance approval from the Company Compliance Officer or the Officer's designee. In all cases, the offer of lavish or excessive gifts and entertainment expenses to or on behalf of such government officials by personnel or persons affiliated with the Company is prohibited. Where authorized, business entertainment or gifts provided to government officials must be consistent with all applicable U.S. and local laws, and should be accurately recorded in the Company's books and records. Please refer to the Company's Foreign Corrupt Practices Act Policy Compliance Program and Manual ("FCPA Policy") for further details and requirements for pre-approval.
- Basic Rules
 - Never
 - Never offer or provide a gift, entertainment or anything of value if it is:
 - Illegal;
 - Known to violate the rules of the recipients employer;
 - Cash or cash equivalent (*e.g.*, gift certificates, loans, stock or stock options);
 - Offensive, sexually oriented, or otherwise violates our commitment to respect others; or
 - A *quid pro quo* (offered for something in return).
 - Always
 - Gifts and entertainment should:
 - Always be provided only as a courtesy, token of regard or esteem or expression of gratitude in return for hospitality.

- Always be of the type and value that is customary and appropriate for the occasion.
 - Always request authorization pursuant to the Company's FCPA policy before giving a gift or offering entertainment to a "government official."
 - Always request authorization from your supervisor before giving gift to a customer.
 - Always properly record any gift or entertainment as a "gift" or "entertainment" on the Company's books and records.
 - Notify your supervisor, manager or the Compliance Officer if you become aware of a situation violating the gift and entertainment policy.
- Q&A
 - Q: I want to give one of our best customers a special gift to say thanks. I have access to some tennis tournament tickets that I know she would appreciate, but I think it is against her company's policy for her to accept them. If she doesn't care about the policy, can I give her the tickets?
 - A: No. if you know that giving a gift will violate the policy of the recipient's company, you may not give the gift. Just as we want others to respect our standards, we will respect theirs.
 - Q: Can I bring a customer to a soccer match?
 - A: It depends on many factors, including whether the offer of entertainment is to be made to a "government official" or where local law or the customer's policies prohibit such entertainment. Consult the FCPA Policy and consult with the Compliance Officer regarding the particulars of the situation.
 - Q: It is customary in the country in which I work to present a small gift when meeting with a customer. Am I allowed to do this?
 - A: It depends upon many factors, including the type of gift, the value of the gift and the customer to whom the gift is given. Rather than give specific responses to this type of question, it is Company policy that no gift (other than small items such as pens or hats with the Company's business name or logo on them) may be given out without the approval of the Company Compliance Officer.

ACCEPTANCE OF GIFTS/PAYMENT POLICY

- No Company employee or third-party service provider shall directly or indirectly accept payments, fees, or services outside the normal course of the employee's business duties from any person, company or organization that seeks to conduct business with the Company.
- Policy Overview
 - Payments and gratuities from vendors to Company employees and/or third-party service providers (irrespective of the size or amount) can create a conflict of interest, whether real or perceived, and may challenge the Company's reputation for honesty and fair practices.
 - It is not acceptable for you to receive a gift or gratuity that has been provided in exchange for complying with a request to take or refrain from taking some action related to your employment duties for the Company for the benefit of the gift/gratuity payor. If you believe that you are being offered or have been provided with a gift or gratuity for an impermissible purpose, you should immediately report the incident to your supervisor or the Company Compliance Officer.
 - Gifts of cash or cash equivalents of any amount are prohibited. The receipt of common courtesies, sales promotion items of small value, modest gifts, occasional meals, and reasonable entertainment appropriate to a business relationship and associated with business discussions are regarded as legitimate courtesies under this Code. If you have any doubt about the legitimacy of a gift or gratuity that you have been offered, contact your supervisor or the Company Compliance Officer for guidance.
- Basic Rules
 - Never
 - Never accept a gift, entertainment or anything of value if it is:
 - Illegal
 - Cash
 - Offensive, sexually oriented or otherwise violates our commitment to respect others
 - A *quid pro quo* (offered for something in return)
 - Always

- Whenever you have any doubt about whether it may be appropriate to accept a gift, entertainment of something of value, consult with your immediate supervisor or the Company Compliance Officer.
 - Always seek advance approval from your supervisor or the Company Compliance Officer before accepting a gift or the offer of entertainment from a “government official.”
 - It may be permissible to accept some types of gifts and entertainment without advance approval. The following gifts or entertainment, permitted they do fit within one of the disapproved “Never” categories listed above, may be accepted without prior approval:
 - Occasional meals with a business partner;
 - Ordinary sports, theatre and other cultural events;
 - The exchange of nominal gifts, such as pens, calendars, caps, shirts, and mugs (value of less than \$100 USD); and
 - Other reasonable and customary gifts and entertainment.
- Q&A
 - Q: May I accept an invitation to go to an event with a supplier - such as a casual lunch, social activity or ball game?
 - A: It depends. It is important to build and develop good business relationship. Before you accept the invitation, however, consider the circumstances of the invitation. Could your impartiality be compromised or appear that way to others if you accept the invitation? If you have any question about the propriety of accepting the invitation, contact your supervisor or the Company Compliance Officer.
 - Q: I just received in the mail a Christmas gift from one of the Company’s suppliers that clearly exceeds \$100 USD. What should I do?
 - A: Bring the gift to your supervisor. The Company will determine how to handle the receipt of the gift, up to and including politely returning the gift to the sender with a note that the gift is appreciated but cannot be accepted under Company policy.
 - Q: One of the Company’s subcontractors is having a function where spouses are invited. Is it appropriate for me to bring my spouse or significant other?
 - A: Generally, if you have disclosed the fact that the invitation includes both your spouse or significant other to your supervisor and have been given approval to attend, then there is no separate Company policy prohibiting you from bringing

your spouse or significant other. But you must be certain to disclose the invitation and get appropriate approval from your supervisor in accordance with the Company's policies.

ANTI-TRUST POLICY

- The Company and any member thereof is strictly prohibited from entering into any agreements restricting or limiting competition among competitors (both actual and potential) in the industry.
- Policy Overview
 - In general, antitrust laws prohibit joint activities that restrain trade whether the agreement by an entity to restrict or limit competition is oral or written, explicit or implicit, formal or informal. Such unlawful agreements may be introduced at a boardroom meeting or as the result of spontaneous discussions on the golf course or in a restaurant.
 - Although the most well known examples of illegal agreements involve price fixing or bid rigging, antitrust laws prohibit agreements that also:
 - Allocate customers, territories, or markets.
 - Regulate the volume of products sold or the terms of their sale.
 - Specify terms among purchasers that they will only purchase from sellers on specified terms.
 - Additionally, in certain circumstances, antitrust laws prohibit competitors from agreeing to boycott or unreasonably refusing to deal with third parties.
 - Not only do the antitrust laws prohibit joint activities that restrain trade; they also prohibit companies from unilaterally acting to eliminate competitors through anti-competitive conduct. Depending on the particular circumstances, antitrust laws may reach such activities as below-cost pricing, price discrimination, tying the sale of one product with another, unnecessary acquisition of scarce supplies, and other conduct that has the effect of unnecessarily raising a competitor's costs.
 - This Code should alert you to antitrust problems that you may face but it in no way addresses the full extent of antitrust laws. All employees who deal with competitors, suppliers, and customers, or who regularly come into contact with competitors, suppliers and customers, must be fully aware of the details. Contact the Compliance Officer if you have any questions.
- Basic Rules
 - Never

INTERNATIONAL BRIBERY AND CORRUPTION POLICY

- The Company and its personnel are prohibited from directly or indirectly paying or giving anything of value to a government official for the purpose of obtaining or retaining business or securing any improper advantage.
- Policy Overview
 - **The U.S. Foreign Corrupt Practices Act (FCPA) and equivalent anti-corruption laws in other parts of the world are aimed at combating the bribery of government officials. The U.S. law, the FCPA, generally prohibits corrupt payments to foreign officials for the purpose of obtaining or retaining business or to secure an improper advantage and requires that public companies keep accurate books and records.**
 - The FCPA prohibits the involvement of a U.S.-based company and its personnel (and its foreign subsidiaries and their personnel) in the direct or indirect payment of anything of value to any foreign “Government Official,” including officers or employees of a foreign government, department, or agency, or a public international organization, of any state-owned, -operated, or -controlled entities, of any foreign political party or official thereof, or any foreign political candidate, for the purpose of influencing any act or decision of such foreign official, inducing the foreign official to do or omit to do any act in violation of his duty, securing any improper advantage or inducing the foreign official to influence any government act or decision to obtain or retain business on behalf of or direct business to the Company.
 - Companies may be held liable for indirect payments made in violation of the FCPA. As a result, relationships with third-party entities raise particular concerns and are addressed below. The limited exception to the FCPA are also set forth in more detail below.
 - **A violation of the FCPA and equivalent anti-corruption laws is a serious criminal offense for both companies and individuals, and can result in fines, loss of contracting privileges and imprisonment for individuals. Employees are expected to understand and to comply with the FCPA, equivalent anti-corruption laws, and this policy. Any question about compliance with these laws or this policy should be directed to the Company Compliance Officer. If you believe that a violation of the FCPA has, or may, occur, you should immediately notify your supervisor and the Company Compliance Officer.**
 - Limited Exceptions to the FCPA Anti-Bribery Provisions:
 - *Facilitating Payments.* The FCPA does not prohibit facilitating payments, which are nominal payments (generally less than USD \$100) made to government officials to expedite or secure routine governmental action to which the Company is entitled (such a processing visas, providing mail

delivery, or unloading cargo). The FCPA bribery prohibitions do not apply to routine governmental actions to which the Company is entitled. A payment is not a facilitating payment if it involves some discretionary action by an official, and is therefore prohibited. Because the lawfulness of a facilitating payment often depends upon the facts of the specific situation, facilitating payments may not be made without specific authorization by the Company Compliance Officer or his designee. Any facilitating payment that is made should be customary and necessary, modest in amount, and properly recorded in the Company's records as such. Before making or approving a facilitating payment, consult the FCPA policy and follow the requirements for pre-approval.

- Areas of Increased Risk Under the FCPA Anti-Bribery Provisions:
 - *Dealings with Third Parties.* The Company and its personnel can be held liable for indirect payments of anything of value, including payments made by third parties such as suppliers, subcontractors, joint venture partners, or agents, if the payments are made with the knowledge (or with reason to know) that all or part of the payments will be used to make an improper payment to a foreign government official.
- Basic Rules
 - Never
 - Never make an unauthorized payment, or authorize an improper payment (cash or otherwise) to a foreign official;
 - Never make a payment of any kind to any foreign Government Official without seeking advance approval from the Company Compliance Officer;
 - Never make any payment of anything of value to a foreign Government Official to obtain or retain business for the Company;
 - Never induce a foreign Government Official to do anything illegal;
 - Never ignore any indication of improper payments by others; and
 - Never make a false or misleading entry in Company books, or fail to record any funds.
 - Always
 - Always seek advance approval from the Company Compliance Officer prior to providing anything of value to a foreign Government official.
 - Always check with the Compliance Officer if you have any questions regarding facilitating payments because in some countries facilitating

payments are illegal and should never be paid. Payments may *never* be made, for example, to any U.S. government employee.

- Note: the FCPA is a broad and complex law. If there is any chance a payment will be made or a gift will be given to someone who may be a government official, contact the Compliance Officer.

- Q&A

- Q: I was told that I could hire a consultant to take care of getting all of the permits we need from a foreign government. He requested a \$50,000 retainer and said that he was to use the money to help move the process along. Since we don't really know where the money is going, do we have to worry about it?
- A: Absolutely. You **must** know where the money is going and for what purpose it is being used. Moreover, the Company is required to take steps to ensure that the money is not used as a bribe.
- Q: What should I do if I am stopped at a customs booth and told I could not proceed without payment a facilitating payment of \$20 USD? I have my passport and the required visa's to enter the country.
- A: Facilitating payments while allowed under U.S. law, may be against local law. Generally, the Company prohibits the payment of facilitating payments without prior approval. However, assuming your paperwork is in order pay the \$20 facilitating payment then promptly notify your supervisor so the payment can be booked appropriately on our books and records as a legal facilitating payment. If on the other hand, your paperwork is not in order this payment would not be considered a facilitating payment since you are not entitled to enter the country. In this instance, the payment would be prohibited as a bribe and the payment should not be made unless an emergency situation exists or you feel your life is in danger.
- Q: What is an example of a discretionary action by a Government official?
- A: If you are applying for a license to do business in a country and the granting of license is not a matter of right but is available under circumstances which may involve a decision by the Government official to grant the license.

DUE DILIGENCE VETTING AND APPROVAL POLICY

- Until due diligence has been performed and approved by the Compliance Officer, you are prohibited from retaining potential intermediaries, including (1) local sales agents hired to help identify potential business transactions and to promote the Company to prospective customers; (2) freight forwarding and logistic companies who transport and clear vessels, people and equipment through customer; and (3) potential business partners.

- Policy Overview

- Conducting adequate due diligence with respect to third-party intermediaries and business partners is an important component of the Company's compliance program. Under the Foreign Corrupt Practices Act, the Company can be held liable for illicit payments made by its intermediaries, such as agents or consultants, and by its business partners. In addition, the Company can also be held separately liable for failing to maintain adequate policies and procedures for vetting potential agents, even if those agents never place illicit funds into the hands of foreign Government Official. As a result, it is imperative that no agent, representative, or potential business partner be retained without the proper approval of the Compliance Officer.
- The Company's Compliance Officer is responsible for managing the Company's due diligence process. Every employee is responsible for being aware of the "red flag" issues presented by potential relationships with intermediaries and business partners so that each employee may assist the Company Compliance Officer to collect relevant information effectively, so that the Company may evaluate the risks presented by each potential relationship with a third party.
- The Company recognizes that due diligence is an on-going obligation. Even after an intermediary or partner has been vetted and approved by the Compliance Officer, the Company is required to maintain oversight of the intermediary to ensure compliance with the FCPA and to remain cognizant of certain "red flag" issues that may arise and could merit further review. All employees should be on the alert for "red flag" issues for approved agents. If any of these "red flags" come to your attention, notify the Compliance Officer right away.

- Basic Rules

- Prior to hiring an Intermediary, check to make certain that the Intermediary is approved by the Compliance Department.
- Be aware of "Red Flags" when dealing with Intermediaries (even after they have been approved), such as:
 - Requests for payments in cash.
 - Poor documentation for expense reimbursements.
 - Intermediaries or agents specifically recommended by Government Officials.
 - The Intermediary provides incomplete or inadequate supporting documentation for transactions.
 - The Intermediary refuses to provide the yearly certification for FCPA compliance.

- The Intermediary wants up front payments.
 - The amount charged by the Intermediary is more than is normally charged by other intermediaries in the area or would normally be paid for the services rendered.
 - Always carefully check the invoices and supporting documentations prior to approving payments to Intermediaries.
 - If you have any questions about an invoice, or an action taken by an intermediary - be certain to ask for clarification.
- Q&A
 - Q: What are some of the steps that the Company may take to perform due diligence on Intermediaries?
 - A: There are no firm guidelines established by the government on performing due diligence on Intermediaries. However, the Company has developed a due diligence process for reviewing Intermediaries that is managed by the Company Compliance officer and is designed to allow the Company to effectively evaluate the risks presented by each intended relationship. In general, the Company will investigate the Intermediary first through a written questionnaire. The questionnaire is directed to the Intermediary in order to obtain basic information about the intermediary so that the Compliance Officer can evaluate and determine what if any, additional due diligence should be performed. the type of information collected includes:
 - Background and Experience.
 - Ownership Information.
 - How the Intermediary was selected.
 - How the Intermediary will be compensated.
 - Explanation of any compliance programs maintained by the Intermediary and whether or not it has been the subject of any compliance investigations.
 - Statement affirming understanding and agreeing to comply with the FCPA.
 - Q: Are there any other types of due diligence steps taken by the Company?
 - A: Yes, the Company can also check the Public Records on the potential Intermediary; perform media and internet searches to see if the Intermediary has

been recently reported on, and have personal interviews if necessary with the potential Intermediary.

ANTI-BOYCOTT POLICY

- Company personnel and third-party service providers acting on behalf of the Company are prohibited from cooperating with certain boycotts imposed by laws of other countries.
- Policy Overview
 - Under U.S. law, U.S.-based companies and individual employees of that company regardless of their location are prohibited from cooperating with certain boycotts imposed by the laws of other countries.
 - Applicable U.S. laws also require that the Company not provide certain information concerning the identity and nationality of its employees, officers, directors, shareholders, subcontractors, and suppliers, or information about where the Company does business when such information is requested to support a prohibited boycott. The Company is also required to report requests it receives to support such boycotts even though it does not comply with such requests.
 - Sometimes requests to support a prohibited boycott are hard to detect. All employees who are likely to come in contact with such requests must be fully aware of the details of this policy.
- Basic Rules
 - Never
 - Never disregard the U.S. anti-boycott laws. These laws prohibit U.S. Companies from knowingly or inadvertently participating in another country's boycott of a country friendly to the United States. Violations of this law subject the Company and individual employees from penalties ranging from denial of export privileges through monetary fines to imprisonment.
 - Always
 - Always carefully examine purchase orders, contracts, letters of credit, invitations to bid, and other types of requests for information to ensure that they do not contain any boycott-related request.
 - Always promptly notify the Compliance Officer [Legal Department] if you have any questions about a request you receive to provide specific information about our operations in a particular country.
- Q&A

- Q: What is an anti-boycott law?
- A: Anti-boycott laws are laws that seek to prevent U.S. citizens from participating in other nations economic boycotts or embargoes that the U.S. does not sanction.
- Q: I don't understand - what type of conduct can be penalized under the anti-boycott laws?
- A: Here are some examples:
 - Agreements to refuse or actual refusal to do business with or in specific countries other than those sanctioned by the U.S. government.
 - Agreements to discriminate or actual discrimination against other persons based on race, religion, sex, national origin or nationality.
 - Agreements to furnish or actually furnishing information about business relationships with or in specified countries other than those sanctioned by the U.S. Government or with blacklisted companies.
- Q: What should I do if I see something come across my desk that may violate the anti-boycott laws?
- A: Immediately notify the Company Compliance Officer. The Company is required to promptly report to the U.S. Government any request to join in, support, or furnish information concerning a non-U.S. boycott.

TRADE RESTRICTIONS AND EXPORT CONTROLS POLICY

- No Company employee shall take any action to evade U.S. export laws or international economic sanctions, or accomplish indirectly what is prohibited directly in relation to these laws.
- Policy Overview
 - Although the Company operates in many countries throughout the world, it must as a U.S.-based company comply with the export administration and international economic sanctions laws of the United States, including all U.S. Executive Orders and regulations under those laws. This policy applies both to the Company and its foreign subsidiaries and branches.
 - The Company has established comprehensive procedures to ensure compliance with the laws regarding export controls and economic sanctions. The requirements of those laws are complex and sometimes difficult to understand. Any questions concerning the requirements of this policy or the applicable law should be addressed to the Company Compliance Officer.

- Basic Rules
 - Never
 - Never assume that you know the country or entity has not been included from or deleted from an U.S. Office of Foreign Assets Control sanction list.
 - Always
 - Always understand that U.S. export controls and economic sanctions affect a wide range of transactions.
 - Remember that economic sanctions are no longer aimed at a handful of countries (such as China, Iran, and Iraq), but involve more countries as well as multiple lists of names of individuals and entities that need to be checked under the OFAC rules even if the transaction does not involve international business.
 - Restrictions may include bans on:
 - Exports to a sanctioned country (including transshipments through a non-sanctioned country).
 - Imports from a sanctioned country.
 - Travel to or from a sanctioned country.
 - Investments in a sanctioned country.
 - Other business dealings with a representative of a sanctioned country.
 - Restrictions may differ, depending on both the sanctioning and the sanctioned country.
- Q&A
 - Q: What is a “sanctioned” country, entity or individual?
 - A: The United Nations, the EU, and the U.S. are some of the countries that impose restrictions on trade with certain sanctioned countries, entities and individuals. In the U.S., the Office of Foreign Assets Control (OFAC) administers and enforces economic and trade sanctions based on U.S. foreign policy and National security goals against targeted foreign countries, terrorists, international narcotics traffickers and those engaged in activities related to the proliferation of weapons of mass destruction.

- Q: I don't understand - why does the U.S. have these types of laws?
- A: The export of certain items, technologies, software and services is regulated for reasons of national security, foreign policy, prevention of the spread of weapons of mass destruction and for competitive trade reasons.
- Q: How do I know if a country or individual is "sanctioned?"
- A: Contact your Compliance Officer if you have questions.
- Q: The Business Development Manager in our business unit was recently contacted by a foreign company which is headquartered in an area that the Company has never done business in. What should she do?
- A: Before discussing business with this company, you should first check with the Compliance Officer to determine if you will be doing business with a country or a company that is the subject of any legally imposed sanctions.

CONFLICTS OF INTEREST

- Covered Persons may not partake in any investments, associations or other relationships that could create a conflict, whether real or perceived, with the employees' responsibility to promote the Company's best interest.
 - All Covered Persons must be free of outside influence or interests which conflict with their duty to act in the best interests of the Company in business relationships and dealings. Employees will deal with owners, suppliers, customers, contractors and all others without favor or preference. A "conflict of interest" occurs when an individual's private interest interferes in any way with the interests of the company as a whole. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively, including situations when there only appears to be a conflict to others. Conflicts of interest also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company.
 - When dealing with individuals or organizations that are doing or seeking to do business with the Company, our Covered Persons:
 - may not accept cash or any cash equivalent, any gift or offer that would be illegal, anything which is part of a "quid pro quo" (*i.e.*, something is given in return), or any payment, loan or service.
 - may never solicit anything of value.
 - may never participate in any work-related entertainment that is unsavory, sexually oriented or otherwise violates our commitment to mutual respect.

- may not accept an offer of entertainment, travel or gifts valued at more than \$100 fair market value (without the approval of the employee's manager).
 - Covered Persons (or their family members):
 - may not provide goods or services to the Company, or own an interest in any company that supplies goods or services to the Company unless expressly authorized in writing by the Company Compliance Officer.
 - may not offer any entertainment, travel or gifts to employees of any other organization that would violate the law or the other organization's rules or policies.
 - may not compete with the Company, nor own an interest in a privately held competitor.
 - may do business with a relative on behalf of the Company only if expressly authorized in writing by the employee's manager.
 - must review all requests to serve on the board of directors or as an officer of another company with the Company's General Counsel.
- Basic Rules
 - Conflicts of Interest prohibited by this policy include
 - Accept or issuance by an employee (or any member of his or her immediate family) of any of the following offerings from or to any outside concern that is seeking to do business with the Company or is a competitor of the Company:
 - Gifts of more than \$100 USD
 - Loans outside of established banking or financial institutions.
 - Excessive entertainment.
 - Substantial favors.
 - Receipt by an employee (or member of his or her immediate family) of any money or item of value for negotiating, procuring, recommending, or aiding in any purchase, sale, contract, or other transaction of the Company.
 - Disclose or use of confidential Company information for the personal profit or advantage of the employee.

- Q&A
 - Q: I would like to recommend my brother's company as a vendor for the Company. Is it ok to do that?
 - A: You may recommend the company as a vendor but you must identify your relationship to the Company through your supervisor. You cannot be involved in making the decision to hire the company or in supervising the company's work. In addition, pressuring another to hire your brother's company would be considered a conflict of interest.
 - Q: I would like to invest in a company that is one of our suppliers. Is that a conflict?
 - A: It could be depending upon whether or not you have any inside information about the company, or the amount of influence you have over the company. It would be prudent to ask the Company Compliance Officer before investing in the company.

FINANCIAL RECORD KEEPING POLICY

- All of the Company's books and records must fully and fairly reflect all receipts and expenditures entered into by the Company.
- Policy Overview
 - Poor financial record keeping whether purposeful or unintentional jeopardizes the Company's credibility and subjects both the Company and its personnel to possible criminal and/or disciplinary action. It also destroys the reputation of the entire organization and its moral standing among colleagues.
 - As such, the company strictly prohibits in any fashion any undisclosed or unrecorded funds and the recording of any false or misleading entries in its financial books and records.
 - This policy not only includes expenses incurred or transactions undertaken by Company personnel but also by third parties (such as joint venturers, suppliers, subcontractors, consultants, and agents) for which reimbursement is requested.
- Basic Rules
 - Never
 - Never make deliberately false or misleading entries in a report or record.
 - Never alter or destroy Company records except as authorized by established policies and procedures.

- Never enter into any transaction or agreement that accelerates, postpones or otherwise manipulates the accurate and timely recording of business sales or expenses.
 - Never offer, authorize or make payment to a foreign government official with the intent to improperly influence the business decision of that person or to secure any improper advantage - either directly or indirectly through a third party.
 - Always
 - You must always accurately record costs, sales, shipments, time sheets, vouchers, bills, payroll and benefits records, regulatory data, and other essential Company information.
 - Always make certain that you secure the proper authority under the Company's policies to make a payment or incur an expense.
 - Follow the laws, external accounting requirements and Company procedures for reporting financial information.
 - Cooperate with our internal and external auditors.
- Q&A
 - Q: What should I do if I am concerned about the accuracy of a financial report that is being submitted to Executive Management?
 - A: It is vital that all employees who have concerns about the accuracy of financial records immediately bring the concern to their supervisor or to the Corporate Controller or CFO. In addition, if the employee wants to remain anonymous, they can file an anonymous complaint through the Compliance Officer.
 - Q: I recently noticed that an invoice was processed with an incorrect accounting code. What should I do?
 - A: You should notify your supervisor or the area Controller first and bring it to their attention. Mistakes do happen - but it is important if a mistake is made that we take all appropriate steps to correct the mistake on our books and records.
 - Q: Do I have an obligation to report any suspected violations?
 - A: Responsibility for compliance with these principles rests with **all employees**, and not solely with the Company's accounting personnel. All employees involved in approving transactions, supplying documentation for transactions, and determining account classifications are responsible for complying with these standards.

IMPROPER PAYMENT POLICIES

- No payment or promise to pay Company funds, assets, or anything of value shall be made that is not properly authorized, accounted for, and clearly identified on the Company's books.
 - Policy Overview
 - There is never an instance in which a Covered Person is authorized to make, offer, promise, or approve payment to benefit another individual (including any government official), company, or organization for the purpose of securing an improper advantage for the company. Unauthorized payments include use of funds, assets, or anything of value that directly or indirectly benefits another party in the United States or any foreign country. This policy applies regardless of whether the payment is lawful under the laws of a particular country.
 - This Policy applies to any contractor or subcontractor of the Company.
 - Further to this policy, no payment shall be made or approved with the understanding that any part of it can be used other than as specified. Other than petty cash, payments to third parties may not be made in cash, nor may they be paid to any account in a country unrelated to the payee's business or to any person other than the authorized payee, except as approved by authorized Company management.
 - Basic Rules
 - Never
 - Never make false or misleading entries of any kind on Company records or accounts at any level.
 - Don't create or use hidden accounts for any purpose.
 - If you are asked by any outside person, group, or agency to provide access to records or documents maintained by the Company, you must first discuss the request with the Company Compliance Officer.
 - Remember that information recorded electronically or via e-mail is a Company record - just like information on paper.
 - Don't make improper or questionable payments to customers or suppliers.

- Don't make cash payments for any substantial Company business other than approved Petty Cash disbursement without prior approval from the CFO or Company Compliance Officer.
- Always
 - If you approve reports and/or accounting documents created by others, read them critically and satisfy yourself that they are complete and accurate before signing off on them.
 - Always report violations of accounting or reporting procedures to your supervisor, or the area Controller, CFO or Company Compliance Officer.
- Q&A
 - Q: I am located in an international area where everything is generally paid for in cash. Our agent has asked that we provide him upfront with a large sum of cash for him to take care of "everyday" needs. What should I do?
 - A: The Company's policy provides that other than for approved "petty cash" payments - **no cash payments** may be made to third parties (which includes agents) except as approved by authorized Company management. As a result, you should not give the agent cash without the express approval of the Compliance Officer.
 - Q: I recently discovered that the Company paid an invoice twice to a vendor. What should I do?
 - A: This could be a simple mistake - as mistakes do happen. However, it could also constitute an improper payment. As a result, you should bring it to the attention of your supervisor or the corporate Controller. If you do not receive an appropriate response then you could file a complaint with the Compliance Officer.
 - Q: What is embezzlement and what should I do if I suspect someone of stealing from the Company?
 - A: Embezzlement is the act of taking money that has been placed in your trust that belongs to another person. For instance, if money is being improperly deposited into a false bank account, the person who deposits the money is guilty of embezzlement. If you suspect anyone at the Company is embezzling money (or committing any theft) from the Company, you should immediately notify your supervisor, the Controller, the CFO or the Compliance Officer. You can file a complaint with the Compliance Officer.

- **Travel and Travel Expenses Policy**

- Travel-related expenses reimbursed by the Company must be genuine, reasonable, directly related to the business of the Company and permitted by U.S. or local law.
- Policy Overview
 - The payment or reimbursement of travel and travel-related expenses (including transportation, lodging, meals and incidental expenses) by the Company is like other financial transactions subject to U.S. and local law. Particularly in the case of site visits, off-site meetings, and other transactions involving U.S. and foreign government officials, the reimbursement of travel-related expenses can raise legal and ethical concerns.
 - All travel-related expenses must comply with all legal regulations and be directly related to the business of the Company. Payments for travel not related to a business purpose, including side trips primarily for pleasure and payments for travel of spouses or other family members, must be specifically authorized by the Legal Department or the Company Compliance Officer or designee.
 - The purpose of this policy is to serve as a guide for employees who submit business-related expenses and those who approve such expenses. The responsibility to carefully observe the guidelines rests with both the traveling employee and the employee's supervisor who, by approving an expense account, certifies its conformance with the guidelines set forth by the Company. Extensive Travel Related policies and procedures can be found in the Company Handbook.

- **Political Contribution Policy**

- The Company is prohibited from contributing any funds to candidates for political office, officials of political parties or organizations for the election of a particular candidate to any political office (federal, state, or local) in the United States or in foreign countries.
- Policy Overview
 - Any requests or proposals for contributions to political parties by the Company in the United States or abroad raise legal issues. Accordingly, all such requests or proposals should be submitted to the Company Compliance Officer.
 - This policy prevents the Company (as a whole) from contributing to the political campaign of federal, state, and local political candidates but does not prevent the Company's employees in their individual capacity from

rendering services to individual candidates, political committees, or political parties where permitted by applicable law.

- Nor is this policy intended to discourage voluntary contributions by employees to such candidates, committees, or parties as long as such contributions are rendered in an employee's individual capacity and not on behalf of any Company-related political committee. Employees are encouraged to take care not to link their participation in political events with the interest of the Company, such as wearing Company branded clothing to political activities.
- In addition, the policy does not preclude the Company from establishing programs (permitted by applicable laws), under which it may make:
 - Contributions to any Company-related political committee so as to match, in whole or in part, a contribution voluntarily made to that committee by an eligible employee or other individual.
 - Contributions to any state political committee sponsored by an industry or trade association of which the Company or any subsidiary is a member.
 - Other contributions permitted by law and specifically authorized by management.
 - Other contributions permitted by law and specifically authorized by Executive Management.
- Basic Rules
 - Never
 - Never use the Company to advance personal political interests or views.
 - Never use the Company's name or cite your position with the Company to support any political goal.
 - Always
 - Understand that you may participate in the political process, but Company policy requires that your political activity be an entirely personal matter. The Company cannot force your involvement in the political process and you may not use the Company for political purposes.
 - Always obtain written authorization from the Company Compliance Officer before using Company funds or assets for

political contributions, whether within the United States or in the international arena.

○ Q&A

- Q: I am a staunch supporter of a particular political party. Am I permitted to make personal contributions to that party?
- A: Yes, but you may not use Company funds for any political purpose and will not be reimbursed for any payment for a political purpose without the prior approval of the Company Compliance Officer.
- Q: Can I hold a fundraiser at a Company location to support a local candidate for office:
- A: Generally, the Company does not permit fundraisers for a particular candidate or party at any of the Company's facilities without the prior approval of the Company Compliance Officer.

DISCIPLINARY ACTION

- If you fail to comply with the Code or any applicable law or regulation, you will be subject to discipline that may include termination of employment.
- Disciplinary action will depend on the circumstances of the violation and will be determined by management in consultation with your Human Resources representative and/or the Company Compliance Officer.
- Disciplinary action will be taken against any employee who:
 - Authorized or participates in violation of the Code;
 - Deliberately fails to report known violations of the Code;
 - Deliberately fails to cooperate with any investigation or corrective action;
 - Conceals violations of the Code;
 - Deliberately withholds or misstates relevant information about any potential violation of the Code;
 - Retaliates, directly or indirectly, against a person who reports a concern in good faith or who helps to investigate or resolve a concern; or
 - Knowingly makes a false accusation concerning violations of the code.

- Disciplinary action will be taken against any manager who, under the circumstances, should have known about a violation by people under his or her supervision or who did not act promptly to report and correct a violation.

Code of Business Conduct Acknowledgement

Name: _____
Employer: _____
Title: _____
Department: _____
Location: _____

I have received and read the Code of Business Conduct and have had an opportunity to ask questions about the policies and practices referenced in the Code. I understand that it is my responsibility to follow the policies, practices and rules set forth in the Code and that my compliance is a term and condition of my continued employment.

I understand that Company may need to amend policies described in the Code in the future. I understand that I may request a copy of such modifications from my supervisor or the Compliance Officer.

To the best of my knowledge, I am not in violation of any policy statement contained in the Code. I also certify that I will make prompt and full disclosure of the facts regarding any possible violation of the Code to the Compliance Officer.