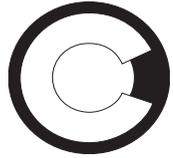


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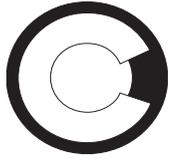
CODE OF CONDUCT



Summary

In today's business environment discussions of ethics and integrity have become increasingly and important. Operating with a strong sense for human rights, nature, ethics and integrity is critical to maintaining trust and credibility with our employees, customers, vendors, partners, stockholders, and the community.

Strong business ethics and good judgment underlie the way we strives to conduct business at all times. An understanding of our legal and ethical parameters enhances those ethics and judgment. This Code outlines the broad principles of legal and ethical business conduct embraced by Ohlwein Corporate. It is not a complete list of legal or ethical questions you might face in the course of business, and therefore, this Code must be applied using common sense and good judgment. Since the application of this Code depends on the honesty, fairness, and integrity brought to the job by every person in our organization, each of us has to work critical watching self in its implementation.



Business Ethics Principles

Ohlwein Corporate aims to be a good corporate citizen by conducting business in an ethical manner in all of the countries in which we conduct business. We should strive to ensure that the people and companies we associate with have the same values that we expect from ourselves.

We committed to promoting integrity and maintaining high standards of ethical conduct in all of our activities. Our success is built on a foundation of integrity and depends on trusting relationships. Our reputation is founded on the personal integrity of our employees and our commitment to the following guiding business ethics principles:

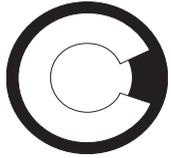
INTEGRITY AND RESPECT • in conducting business according to high ethical standards and treating our employees, customers, vendors, partners, stockholders, and the community in which we work with dignity and respect

HONESTY • in our internal and external communications and all business transactions

QUALITY • in our products and services, striving to deliver the highest value to our customers and partners

RESPONSIBILITY • for our words and actions to confirm our commitment to do what we say

FAIRNESS • to our fellow employees, customers, vendors, partners, and stockholders through adherence to applicable laws, regulations, and policies and a high standard of behavior



When making business decisions, we should ask ourselves several important questions to determine if a specific action is proper:

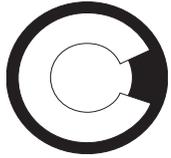
Am I adhering to the spirit, as well as the letter, of any law that may apply to my situation?

Are my actions consistent with the overall principles set forth in this Code as well other of our policies?

Would I want my actions reported publicly?

What would my family, friends, manager, or co-workers think of my actions?

Will there be any direct or indirect negative consequences for Ohlwein Corporate?



Compliance with Rules and Regulations

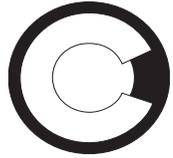
We expect you to comply with applicable laws or regulations in all countries in which we operate.

Numerous laws and regulations, in the jurisdictions where we conduct business, define and establish obligations with which we must comply. We are expected to comply with the laws in all countries in which we operate. The fact that in some countries certain laws prohibiting particular conduct are not enforced in practice, or that violation is not subject to public criticism or censure, will not excuse noncompliance with those laws. Any employee or agent who violates these laws or regulations not only risks individual indictment, prosecution, penalties, and civil actions but may also subject Ohlwein Corporate to the same risks and penalties.

Any employee who violates these laws may be subject to immediate disciplinary action, including possible termination of his or her employment or affiliation with Ohlwein Corporate. If you are uncertain whether a particular action or course of conduct is permissible, you should refrain from engaging in the action or conduct until a determination has been made by your manager. When faced with situations that require some knowledge of the law, you should seek advice from the Compliance Officer, the General Counsel, or the Legal Department.

In addition to this Code, we also have certain corporate policies and procedures on legal and other matters that are designed to foster good corporate citizenship and compliance with the laws and regulations applicable to Ohlwein Corporate.

These policies and procedures can be found on Inside Ohlwein Corporate. Each corporate policy states, in general terms, the behavior that is expected



from all employees and agents with respect to the policy topic. Additional policies may be added or existing policies may be modified over time.

Fair Dealing

You are expected to be honest and forthright in your internal and external interaction.

You are expected to deal fairly with employees, customers, vendors, partners, and stockholders. You are prohibited from engaging in unfair methods of competition and unfair or deceptive acts and practices. You should not take advantage of anyone through manipulation, concealment, abuse of privileged information, or misrepresentation of material facts.