

KAM Specialties, Inc. (KAM) Code of Ethics

Date Approved : 11/15/2010

Introduction

KAM's executive management is responsible for setting standards of business ethics and overseeing compliance with these standards. It is the individual responsibility of each KAM employee to comply with these standards.

As KAM employees, we may encounter a variety of ethical and legal questions. We should decide these questions in ways which are consistent with KAM's basic values and principles. KAM expects all employees to obey the law and to act ethically. KAM's Code of Ethics provide general guidance for resolving a variety of legal and ethical questions for employees of KAM

Because changes in business constantly present new ethical and legal issues, no set of guidelines should be considered the absolute last word under all circumstances. If you have any questions about interpreting or applying these guidelines--or about guidelines and procedures published by KAM --it is your responsibility to consult your manager. A violation of any KAM's guidelines can result in disciplinary action, including dismissal.

Work Environment

KAM does not and will not employ forced labor; whether in the form of prison labor, indentured labor, bonded labor or otherwise. KAM does not and will not use child labor; no person shall be employed at an age younger than 15.

KAM strives to maintain a healthy, safe and productive work environment which is free from discrimination or harassment based on race, color, religion, sex, sexual orientation, age, national origin, disability, veteran status, or membership in any organization unrelated to KAM's business. KAM will not tolerate sexual advances, actions, comments or any other conduct in the workplace that creates, in the judgment of management, an intimidating or otherwise offensive environment. Similarly, the use of racial or religious slurs--or any other remarks, jokes or conduct that, in the judgment of KAM management, encourages or permits an offensive work environment--will not be tolerated.

If you believe that you are subject to such conduct, you should let KAM know through any of KAM's communication channels. Your complaint of such conduct will be reviewed promptly. Employee's, who are found to have engaged in harassment or discrimination, or to have misused their positions of authority in this regard, will be subject to disciplinary measures, including dismissal.

Other conduct that is prohibited because of its adverse impact on the work environment includes: (1) threats; (2) violent behavior; (3) the possession of weapons of any type; (4) the use of recording devices for other than management approved purposes; and (5)

the use, distribution, sale or possession of illegal drugs or any other controlled substance (except for approved medical purposes). In addition, employees should not be on KAM premises or in the KAM work environment if they are under the influence of or affected by illegal drugs, controlled substances used for non-medical purposes or alcoholic beverages. Consumption of alcoholic beverages on KAM premises is only permitted, with prior management approval, for company-sponsored events.

Personal Conduct

KAM's reputation for integrity and business ethics should never be taken for granted. To maintain that reputation, you must follow all of KAM's business conduct guidelines and exercise good judgment in your decisions and actions. It's no exaggeration to say that KAM's integrity and reputation are in your hands.

If KAM management finds that your conduct on or off the job adversely affects your performance, or that of other employees, you will be subject to disciplinary measures, including dismissal.

Employee Privacy

KAM collects and maintains personal information which relates to your employment, including medical and benefit information. Access to such information is restricted to people with a need to know. Employees who have access to personal information must ensure that the information is not disclosed in violation of KAM's policies or practices.

Conducting KAM's Business

You must be ethical and lawful in all of your business dealings whether you are selling, buying or representing KAM in any other capacity.

Dealing with Suppliers

In deciding among competing suppliers, we weigh the facts impartially to determine the best supplier.

Whether or not you are in a position to influence decisions involving the evaluation or selection of suppliers, you must not exert or attempt to exert influence to obtain "special treatment" for a particular supplier. Even to appear to do so can undermine the integrity of our established procedures. KAM uses a competitive evaluation process to select the best suppliers.

Prices and other information submitted by suppliers and KAM's evaluation of that information are confidential to KAM. Employees and former employees may not use any of this information outside of KAM without written permission from management. It is essential that suppliers competing for KAM's business have confidence in the integrity of our selection process.

Dealing with Customers

KAM will compete vigorously for business. If you are performing a selling activity, KAM expects you to compete not just vigorously and effectively, but lawfully and ethically as well. KAM is honest about the products we provide and would never intentionally misrepresent them. KAM will not promise what we cannot deliver.

KAM will safeguard the information provided to us by our customers in accordance with relevant laws and contractual commitments.

Information Owned by Others

The receipt of confidential or restricted information (whether oral, visual or written) will not take place until the terms of its use have been formally agreed to by KAM and the other party in a written agreement. Once in KAM's possession, confidential or restricted information will not be used, copied, distributed or disclosed unless done so in accordance with the terms of the agreement.

Relationships with Other Organizations

Frequently, other organizations have multiple relationships with KAM. A distributor may be both an end user and a competitor. Another organization may be a KAM supplier and customer at the same time. A few organizations may even be suppliers, competitors, and distributors of KAM products. In any dealings, it is important that you understand each one of the relationships involved, and act accordingly.

Prohibitions

In all contacts with competitors, do not discuss pricing policy, contract terms, costs, inventories, or any other proprietary or confidential information.

Discussion of these subjects or collaboration on them with competitors can be illegal. If a competitor raises any of them, even lightly or with apparent innocence, you should object, stop the conversation immediately, and tell the competitor that under no circumstances will you discuss these matters. If necessary, you should leave the meeting. Finally, report immediately to KAM management any incident involving a prohibited subject.

Recording and Reporting Information

You should record and report all information accurately and honestly.

Every employee records information of some kind. Each employee must accurately and honestly fill in reports.

Dishonest reporting within KAM, for example to KAM management or KAM auditors, or to organizations and people outside the company, is strictly prohibited. This includes not only reporting information inaccurately, but also organizing it in a way that is intended to mislead or misinform those who receive it. Employees must ensure that they do not

make false or misleading statements in external financial reports. Dishonest reporting can lead to civil or even criminal liability for you or KAM.

Bribes, Gifts and Entertainment

Gifts offered by employees of different companies vary widely. They can range from widely distributed advertising novelties of nominal value, which you may give or accept, to bribes, which you unquestionably may not give or accept. Gifts include not only material goods, but also services, promotional premiums and discounts.

Business Amenities

Employees may give or accept customary business amenities, such as meals and entertainment, provided the expenses involved are kept at a reasonable level and are not prohibited by law or known customer business practice.

Receiving Gifts

Neither you nor any member of your family may solicit or accept from a supplier or customer money or a gift that could influence or could reasonably give the appearance of influencing KAM's business relationship with that supplier or customer. If you have any doubts about a particular situation, you should consult your manager.

If you are offered a gift which has more than nominal value or which is not customarily offered to others, or money, or if either arrives at your home or office, tell your manager immediately. Appropriate arrangements will be made to return or dispose of what has been received, and the supplier or customer will be reminded of KAM's gift policy.

Giving Gifts

You may not give money or any gift to an executive, official or employee of any supplier, customer or any other organization if doing so would influence or could reasonably give the appearance of influencing the organization's relationship with KAM. You may, however, provide a gift of nominal value, such as a KAM advertising novelty, if it is not prohibited by law or the customer's known business practices.

Computer, E-mail, and Internet

The KAM computer system (which includes any computers provided to employees by KAM) is provided for conducting KAM business.

Every employee is responsible for using KAM's computer system (which includes use of email and the Internet) properly and in accordance with applicable laws and KAM policies. All communications and information transmitted by, received from, created or stored in KAM's computer system (including disks, CD's or other storage media) are KAM's records and KAM's property. KAM has the right, but not the duty, for any reason and without employee permission, to monitor all aspects of the computer system. While minimal personal use of the computer system is permitted, use of the computer system to send or receive messages or files that are illegal is prohibited. Sending or receiving

sexually, racially or otherwise explicit, abusive, offensive, or profane information or materials is also prohibited.

Additionally, the computer system may not be used to solicit on behalf of religious or political causes, outside business or other outside organizations, or other activities not related to KAM business.

Protecting KAM's Assets

KAM has a variety of assets. Many are of great value to KAM's competitiveness and success as a business. They include our physical assets and our extremely valuable proprietary information, such as KAM's intellectual property and confidential information.

Protecting all of these assets is critical. Their loss, theft or misuse jeopardizes the future of KAM. You are personally responsible for protecting KAM property entrusted to you and for helping to protect the company's assets in general.

Physical Assets

KAM's physical assets, such as equipment, systems, facilities, corporate charge cards and supplies, must be used only for conducting KAM's business or for purposes authorized by management.

All equipment must be used only for its designated purpose and all safety requirements must be followed.

Leaving KAM

If you leave the company for any reason, including retirement, you must return all KAM property, including documents which contain KAM proprietary information, and you may not disclose or use KAM proprietary information, including KAM confidential information. Also, KAM's ownership of intellectual property that you created while you were a KAM employee continues after you leave the company.

Environmental Compliance

It is the policy of KAM to manage and operate its business in ways that are protective of the environment and that conserve both energy and natural resources. KAM will comply with all applicable environmental laws and regulations. In addition, KAM will continue to support and improve our recycling policies (up to 95% of our waste is currently recycled).

Conflicts of Interest

Your private life is very much your own. Still, a conflict of interest may arise if you engage in any activities or advance any personal interests, at the expense of KAM's interests. It's up to you to avoid situations in which your loyalty may become divided. Each individual's situation is different, and in evaluating your own, you will have to consider many factors. The most common types of conflicts are addressed here to help you make informed decisions.

Competing against KAM

Obviously, you may not commercially market products in competition with KAM's product offerings. Such marketing activities are "commercial" if you receive direct or indirect remuneration of any kind.

Using KAM's Time and Assets

You may not perform non-KAM work or solicit such business on KAM premises or while working on KAM time, including time you are given with pay to handle personal matters. Also, you are not permitted to use KAM assets, including equipment, telephones, materials, resources or proprietary information for any outside work.

Participation in Political Life

KAM will not make contributions or payments to political parties or candidates. In many countries, political contributions by corporations are illegal. KAM will not make such gifts, even in countries where they are legal. Also, the company will not provide any other form of support that may be considered a contribution.

Your work time is the equivalent of such a contribution. Therefore, you will not be paid by KAM for any time spent running for public office, serving as an elected official or campaigning for a political candidate, unless required by law. You can, however, take reasonable time off without pay for such activities if your KAM duties permit the time off and it is approved by your manager. You also may use vacation time for political activity.

Speaking Out

When you speak out on public issues, make sure that you do so as an individual. Don't give the appearance that you are speaking or acting on KAM's behalf.

Disciplinary Actions

The guidelines covered in this Code are important to KAM, and its ability to conduct business following the stated values. We expect all employees to adhere to these rules in carrying out their duties for KAM.

KAM will take appropriate action against any employee whose actions are found to violate these policies. Disciplinary actions may include termination of employment. Where laws have been violated, KAM will cooperate fully with the appropriate authorities.

Acknowledgement of Receipt of Business Conduct and Ethics

I have received and read KAM’s Code of Ethics. I understand the policies contained in KAM’s Code of Ethics and agree to comply with KAM’s Code of Ethics.

If I have questions concerning the meaning or application of the Code of Ethics, I know I can consult my manager, or the General Manager, knowing that my questions or reports to these sources will be maintained in confidence.

Name _____

Signature _____

Date _____