



Business Ethics and Conduct Policy

SteedPetroSM LLC is committed to operate all activities within the spirit and letter of all laws and regulations, domestically and internationally, affecting its businesses and employees. Employees must exercise the highest level of integrity, ethics and objectivity in their actions and relationships which may affect SteedPetroSM. Employees must not misuse their authority or influence of their positions in these relationships. Moreover, an employee has the duty to act in the best interest of SteedPetroSM at all times.

Procedures

Conflicts of Interests

While SteedPetroSM has no wish to interfere in any employee's outside activities, SteedPetro has a policy prohibiting conflicts of interest.

Holding a Significant Interest in Suppliers, Customers or Competitors

The Company's policies require that employees (and their immediate family, namely, spouses and family living in the same household) not have any ownership interests in, or own property with, any of the Company's vendors, suppliers, contractors, agencies, customers, or competitors (or their office employees) unless the Company determines that such ownership interests does not conflict with the employee's obligations to the Company. These restrictions do not apply to ownership of stock of a public Company.

Outside Work

SteedPetroSM has a policy requiring that employees not work for, or conduct any outside business with a competitor. Employees may not be engaged in any manner by a competitor of the Company.

In order to determine whether an employee's investments or activities create a conflict, each employee is required to list (on the last page of this Policy Statement) outside businesses and ownership interests which relate to the apparel and design fields. This list should include investments and activities involving apparel companies, any of our vendors, suppliers, contractors, agencies or customers.

If an employee's activities change, it is required that this list be updated. SteedPetroSM will determine if such activities or investments are not consistent with Company policies. Any activities or investments which relate to the apparel and design fields, but are determined not to conflict with the Company's policies, will be verified by the Company in writing.



Conduct with Customers and Vendors - Gifts and Gratuities

To ensure the highest level of objectivity in dealing with the Company's vendors, suppliers, contractors and agencies and to avoid the appearance of impropriety, employees and their immediate family are not permitted to accept personal benefits, solicited or unsolicited, of any kind. This includes gifts, free services, discounts, loans, lavish entertainment or other special favors. Infrequent gifts valuing not more than \$100 may be accepted when they have not been solicited and are not being made in return for a special consideration or decision.

Conduct of Employees Involved in the Purchasing Process: Unlawful Use of Company Funds

Employees may not use corporate assets or funds for any unlawful or improper purpose. The Company does not authorize and will not condone any payment by any employee that is in the nature of a bribe, kickback, or disclosed commission or a commission in excess of those required in ordinary course of business to a third party for obtaining any business or otherwise bestowing a special favor on the Company or employee. Gifts or payments may not be offered or given to foreign officials, political parties or candidates. While certain nominal payments or gifts to administrative personnel, who do not exercise discretionary authority, may be customary, any such payments or gifts must be disclosed to senior management in advance to ensure that they are appropriate. Records of any such payment or gift must also be maintained.

Acknowledgement / Compliance Certificate Confidential Information & Business Ethics and Conduct

I have read the preceding policies relating to Confidential Information and Business Ethics and Conduct, which among other things, restates the policies of SteedPetroSM LLC, prohibiting certain activities deemed illegal, unethical or against the best interest of the Company.

I accept and agree to the restrictions stated in such Policies. I hereby certify that I have complied with such Policies and to the best of my knowledge, all employees under my direct supervision are aware of the policies and are in compliance with its terms.