

WORLD PAC, INC.

SUPPLIER CODE OF CONDUCT

I. Statement of Policy –WORLD PAC, Inc. (the “Company”) has established a Business Code of Conduct and Ethics that applies to the directors, officers and employees of the Company and its subsidiaries. The Code sets forth the Company’s standards for business practices and regulatory compliance. The conduct of the Company’s, suppliers, consultants and independent contractors, i.e., those firms and individuals that provide or supply goods and/or services to the Company or indirectly to its customers, can have a significant impact and reflect positively or negatively upon the Company, the WORLD PAC brand and other Company trademarks, which are some of the Company’s most important assets. Suppliers, consultants and independent contractors (collectively herein “suppliers”) and their employees, agents and subcontractors (collectively herein “representatives”) are subject to and must adhere to this Supplier Code of Conduct in order to conduct business with and/or on behalf of the Company. Suppliers are expected to educate themselves and their representatives about and instruct them to comply with this Supplier Code of Conduct.

II. Supplier Obligations – A supplier and its representatives shall a) comply with their specific obligations under the agreement with the Company, b) conduct their business activities and employment practices in compliance with applicable laws, rules and regulations, and c) conduct themselves with integrity and in a professional manner. In addition, suppliers and representatives shall follow the provisions set forth below:

A. Best Business Practices

1. Record and report business information honestly and accurately and comply with applicable laws concerning complete and accurate records.
2. Create, retain and dispose of business records in compliance with applicable legal and regulatory requirements.
3. Calculate, quote and submit the price(s) and/or fee(s) contained in any bid or proposal independently, without collusion, consultation, communication or agreement with any other competing supplier.
4. Protect and use responsibly Company property, supplies, equipment and other assets when authorized to use such assets.
5. Protect and use responsibly Company and affiliated company trademarks, copyrights, trade secrets and other intellectual property when authorized to use such assets, including complying with licenses and terms of use. A supplier shall not use any trademark or any other intellectual property, including the WORLD PAC® trademark and logo without the written approval of the Company.

6. Use Company provided information technology and systems, including email, only for authorized Company business-related purposes.
7. Comply with Company requirements to maintain confidential information, including passwords and security and privacy procedures as a condition of access to the internal Company network, systems and buildings.
8. Comply with all contractual obligations, including executing a non-disclosure agreement and not disclosing confidential information about the Company to its business competitors and not disclosing to the Company confidential information about the Company's business competitors. Confidential information includes, but is not limited to, financial information, marketing and business plans, customer information, price and cost information, and employee data.
9. Not use any insider information about the Company or another supplier obtained while providing goods and/or services to the Company.

B. Conflicts of Interest

1. Not, directly or indirectly, offer or provide benefits to Company employees such as loans, services, payments, or other privileges. Not provide Company employees special gifts or gifts related to commonly recognized events or occasions, such as a promotion, wedding or primary holidays, as well as public awards from charitable, civic, educational or religious organizations in recognition of service and accomplishments with a value of more than Two Hundred and Fifty Dollars (\$250.00), unless written notice of the gift is provided by the Company employee to the Business Ethics Committee.
2. Not provide to Company employees business entertainment, such as lunch, dinner, theater, and sporting events, in connection with normal business transactions with a value of more than Two Hundred and Fifty Dollars (\$250.00), unless written notice is provided by the Company employee to the Business Ethics Committee.
3. Not offer a bribe, kickback, or bartering arrangement for goods or services and/or any other incentive to a Company employee in order to obtain or retain Company business.
4. Avoid engaging in activities and/or relationships with Company employees that may conflict with the interests of the Company, such as dealing directly on a business matter with a Company employee whose parent, spouse, sibling, or spouse of a sibling holds a significant financial interest in the supplier, without the written approval of the Business Ethics Committee.

5. Not knowingly allowing a Company employee or his or her immediate family member to have a direct financial interest in the supplier, if the Company employee or the immediate family member deals directly or indirectly with the supplier in the course of his job, without the prior written approval of the Business Ethics Committee.
6. Avoid knowingly entering into transactions with a Company employee who owns, directly or indirectly, one percent (1%) or more of the equity securities of the supplier or otherwise has some material interest in the supplier without ensuring that the Company employee has disclosed the details to the officer in charge of the business group and to the Business Ethics Committee.
7. Avoid even the appearance of improprieties or conflicts of interest.
8. Submit questions about and requests for written waivers or exceptions to the Company's Business Ethics Committee.

C. Legal and Regulatory Compliance Practices

1. Conduct discussions with regulatory agency representatives and government officials in an honest, direct and truthful manner.
2. Conduct business in compliance with antitrust and fair competition laws.
3. Comply with applicable environmental laws and regulations regarding storage and release of hazardous materials, including the manufacture, transportation, storage, disposal and release to the environment of such materials.
4. Comply with applicable national, state and provincial anti-corruption laws, including in the U.S. the Foreign Corrupt Practices Act, and avoid offering or making any bribes or illegal payments or promises of bribes or payments to government officials, domestic or foreign, for the purpose of obtaining or retaining business.

D. Employment Practices

1. Avoid conduct by supplier employees or representatives that is abusive, harassing or offensive to Company employees, including avoiding unwelcome sexual advances, sexual harassment, requests for sexual favors, threats or acts of violence or physical intimidation.
2. Treat its own workers with dignity and respect and cooperate with the Company's commitment to a workforce free of harassment, sexual or otherwise, and avoid unlawful discrimination in employment practices. Recognize and respect cultural differences.

3. Provide a safe and healthy working environment and comply with applicable safety and health laws, regulations and practices. Comply with Company rules and regulations while on Company owned property.
4. Prohibit the use possession, distribution and sale of illegal drugs and substances or possession of pistols, guns and other weapons while on Company property.
5. Use only voluntary labor in providing goods and/or services to the Company. Avoid the use of forced or compelled labor, which is prohibited.
6. Comply with applicable minimum working age laws and requirements. Avoid the use of child labor that violates applicable child labor laws.
7. Not engage in physical or psychology discipline or abuse.
8. Comply with applicable minimum wage laws.
9. Maintain employee records in accordance with applicable laws, rules and regulations.

F. Reporting Violations – Suppliers and their representatives are expected to report any violations or possible violations of applicable laws, rules and regulations and this Supplier Code of Conduct. The Company will not permit any retribution or retaliation against any individual who, in good faith, seeks advice or reports such a violation or a possible violation. Violations, possible violations or questionable behavior should be reported to the General Counsel by: a) fax at 510-608-5413, b) mail at 37137 Hickory Street, Newark, CA 94560-5522. Reports must contain sufficient factual information and/or documents to allow the Company to conduct a meaningful investigation and properly assess the information. Such reports may be made anonymously.