

Integrity
@OEC

...at the core of our success



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The policies reflected in this document are those that govern and guide behavior with the potential to impact not only OEConnection and its associates but also the company’s partners, customers, and/or vendors. This document does not provide the complete text of these policies, but rather attempts to convey the spirit and intention of these policies. Except where noted, the policies described herein apply to all OEConnection associates as well as contractors or other project associates performing work on behalf of OEConnection including all personnel affiliated with third parties.

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The Principle . . .

Dear OEConnection Associates:

While each of us embraces the company's core values—*People, Integrity, Passion, Innovation, Performance, Ownership, Teamwork, Communication, and Community Citizenship*—as an organization, our goal is to **imprint everything we do with Integrity.**

- ◇ Valuing People
- ◇ Pursuing our Passion
- ◇ Embracing Innovation
- ◇ Improving Performance
- ◇ Taking Ownership
- ◇ Demonstrating Teamwork
- ◇ Communicating with Others
- ◇ Reaching out to the Community

At OEConnection, we believe that Integrity has been and continues to be vital to business, its leaders, and to the individuals who drive the Company's success.

The purpose of this document is to allow OEConnection, its leaders and associates to shine a light on the principles and values that guide the execution of all corporate transactions, discussions, meetings, contracts, and events.

The principles outlined here are not merely words on paper, tucked away for future reference. Rather, these are the values that guide every OEConnection associate in the course of a day...the principles we carry with us into project work, vendor and customer negotiations, product research and development, travel experiences, and community outreach efforts.

(continued on next page)

. . . in Action

I am proud of the first-rate workforce we've assembled—individuals who embrace and reflect the corporate values that are built into our performance measures, reiterated in associate satisfaction surveys, and evaluated and recognized through the broad range of corporate awards that OEConnection has received, among them:

- *NorthCoast 99 Best Places to Work in Northeast Ohio*
(Recipient for three consecutive years, 2004, 2005, and 2006)
- *One of 10 Best Employers in Ohio – 2006*
(Small / Medium Category)
- *Forbes.com's Best of the Web (Automotive Category)*
(Received every year from founding through 2004; Category discontinued in 2005)

What we declare in this document—whether we refer to it as ethics, values, or guiding principles—reflects every OEConnection associate's commitment to conducting daily interactions with Integrity. This commitment is the engine behind the phenomenal success that OEConnection has achieved. Founded at the dawn of the 21st century, OEConnection anticipates that these principles will help us continue to attract the finest individuals and further contribute to the organization's ongoing success.

With the highest regard,

Charles E. Rotuno

President and CEO, OEConnection LLC

Systems / Information Responsibilities

Acceptable Use

OEConnection's Acceptable Use policy details the appropriate use of OEConnection systems. Guided by this policy, associates can minimize the risks of inappropriate usage including—among others—virus attacks, compromised network systems and services, and legal issues.

Developed by the Information Services team, this policy is a natural outgrowth of the team's commitment to protecting Company associates, partners, customers, and the company itself from illegal or damaging actions by individuals, either knowingly or unknowingly.

Systems are to be used for business purposes only and to serve the interests of the company, its clients, and customers in the course of normal operations. OEConnection systems must be configured to provide for effective system and data security.

Examples of confidential information include, but are not limited to, company private, corporate strategies, competitor sensitive, trade secrets, specifications, customer lists, and research data.

The activities described below fall within the category of **unacceptable use** and are **strictly prohibited without exception**. These are merely examples of unacceptable use; OEConnection's full policy is far more exhaustive in its detail:

- ◇ Violating the rights of any person or company protected by copyright, trade secret, patent or other intellectual property laws or regulations.
- ◇ Unauthorized copying or use of copyrighted material.
- ◇ Exporting software, technical information, or technology in violation of international or regional laws.
- ◇ Breaching or disrupting the security of network communications.

- ◇ Any form of network monitoring that will intercept data not intended for the associate.
- ◇ Any form of harassment (by email, telephone or paging; through language, frequency, or size of messages).

Any associate found to have violated this policy may be subject to disciplinary action, up to and including termination of employment.

Confidentiality

The organization's internal business affairs, particularly confidential information and trade secrets, represent Company assets and all associates have a continuing obligation to protect such assets.

Information designated as confidential may not be discussed with anyone outside the Company and may be discussed within the organization only on a "need-to-know" basis. Associates also have a responsibility to avoid unnecessary disclosure of non-confidential information about the Company, its associates, its customers, and its suppliers.

All OEConnection associates sign the OEConnection Confidentiality, Non-compete and Non-solicitation Agreement, in which they commit to take responsibility for safeguarding Company information and treat it as proprietary Company property.

As it relates to the media, all press releases, publications, speeches, or other official declarations are approved in advance by a designated Company representative.

As it relates to competing organizations, associates should not discuss with officers, directors, or associates of any competing organization any topic that might give the impression of an illegal agreement in restraint of trade. Prohibited topics include – among others – pricing agreements, customer allocation, and sales territory configurations.

OEConnection associates will not share confidential corporate information regarding a specific Founding Owner of OEConnection, its business, or its franchised dealers with any other Founding Owner of OEConnection unless such confidential information is publicly available. Associates will not, in any circumstance, share any information that would constitute a violation of any applicable law.

Associates (including managers, directors, and vice presidents) may not provide employment reference information regarding current or former associates. All reference inquiries are handled by a Human Resources representative, who will confirm dates of employment and job title.

Data System Security and Online Access

OEConnection provides associates with computer equipment and/or online access to networks, including the global Internet. Computer equipment and online access are made available as tools to help OEConnection maintain data, provide services to its clients, promote effective communications, and publicize the Company's services.

"Integrity is at the foundation of OEConnection. It is the unwavering commitment to one's principles of what is right."



"We believe that by adhering to our core values, we are best positioned to contribute to the success of our customers."

Sandra Rapp, Vice President

The purpose of this policy is to protect the security of such data (the legal property of the Company) and establish terms and conditions for use of the technology.

Associates' use of computer equipment and online access is subject to the following general conditions:

- ◇ Computer equipment and online access are intended for business use purposes. Limited personal use is permitted only to the extent it does not interfere with job performance.
- ◇ Company-provided or owned computer equipment and online access may never be used for any purpose that violates the law or standards of public decency. This is the case whether in the course of business or otherwise, such as but not limited to:
 - Gaining unauthorized access to or intentionally damaging other computer systems or networks or the information they contain.
 - Committing criminal acts of any kind.
 - Distributing or obtaining illegally copied software, graphics, sounds, etc.
 - Sending vulgar, abusive, harassing, threatening or offensive messages or content.
 - Utilizing any real-time chat capabilities for personal "conversations."
- ◇ OEConnection specifically prohibits the use of the Web or other electronic communications services or equipment to access or transmit sexually oriented or "hate" materials. The "we'll know it when we see it" rule applies here, and OEConnection's discretion on judgment calls is final. Associates must at all times err on the side of caution and respect for others.
- ◇ The Company has the right to monitor all online communications to ensure that appropriate business purposes are being pursued. It is the policy of OEConnection that all information stored on OEConnection computers belongs to OEConnection. Associates must recognize that even when they attempt to delete or erase messages, such messages may still be accessible through a back-up system or as a permanent record on the hard drive/system memory.

Electronic Mail. OEConnection provides its associates with email capability for use as a business tool. Associates must remember:

- ◇ To address electronic mail carefully, ensuring that it is communicated to the appropriate parties. To reduce the possibility of misdirecting communications, double-check email addresses prior to sending. Private messages should not be forwarded without the consent of the author.
- ◇ Electronic mail may automatically indicate that it was sent from OEConnection's mail system. For this reason, any personal or unofficial email must, when appropriate, expressly state "this message does not represent the position of OEConnection."
- ◇ Associates must not send harassing, obscene, illegal, threatening, or offensive messages to anyone.

World Wide Web. The Company provides web access to assist associates in the performance of their jobs. The following rules apply to Web access and proprietary online services and similar retrieval methods:

- ◇ Verify any information obtained from the Web is from an official, reliable source prior to using the information for business-critical purposes.
- ◇ Do not "surf" the Web for fun on company time.

File Transfer Protocol. File Transfer Protocol (ftp) is a quick and easy means of transferring files (documents, programs and images) to and from remote computers. The use of ftp or other file retrieval methods are restricted in the following ways:

- ◇ To protect the Company from infringement actions and other damage, associates may not download and save any material from any online service, regardless of retrieval method, unless (a) the source is clearly official, (b) the material is legally permitted to be downloaded without violation of copyright or trademark, and (c) all downloaded material is immediately checked for computer viruses and other damaging elements.

Information

This policy guides associates regarding what information may be disclosed to non-associates, as well as the relative sensitivity of information that should not be disclosed outside the Company without proper authorization.

These guidelines cover information stored or shared via any means including electronically, paper-based, or shared orally or visually (such as by telephone or video-conference).

The Company categorizes information into two main classifications: **OEC Public**, **OEC Confidential**.

- ◇ **OEC Public:** Information that has been declared public knowledge by someone with the authority to do so. OEC Public information can freely be given to anyone without concern.
- ◇ **OEC Confidential:** Refers to all other information. *OEC Confidential* includes information that should be protected very closely, such as trade secrets, development programs, potential acquisition targets, and other information integral to the success of our company. Also deemed confidential is information such as telephone directories, general corporate information, or other information that does not require as stringent a degree of protection.

A subset of *OEC Confidential* information is "*OEC Third-Party Confidential*." This category refers to confidential information belonging or pertaining to another corporation—information that has been entrusted to OEConnection under non-disclosure agreements and/or other contracts. OEConnection associates are encouraged to use common sense and good judgment in securing *OEC Confidential* information.

Financial / Market Responsibilities

Antitrust Compliance

Antitrust laws are designed to protect and promote free and fair competition. OEConnection supports the public policies embodied in these laws and has a policy of complying fully with them.

OEConnection's Antitrust Compliance policy is designed to provide the Company's officers, directors, and associates with compliance guidelines. The Company's policy is to comply with all laws applicable to this policy, including the antitrust laws.

The policy applies to all OEConnection associates as well as to associates of firms doing business with the Company while on our premises, including but not limited to project and/or contract associates.

This document provides a summary of the basic elements of the Antitrust Compliance policy and the guidelines applicable under it. OEConnection requires all officers, directors, and associates, including but not limited to project and/or contract associates, and all other persons acting on its behalf to familiarize themselves with all aspects of the policy and to follow every aspect of the policy.

1. All officers, directors, associates, and persons acting on behalf of the Company must comply with the antitrust laws. Any officer, director, or associate violating this policy is subject to discipline, including demotion or dismissal.
2. Associates in management positions are personally accountable not only for their own conduct but also the conduct of associates who report to them. Management staff must inform those associates reporting to them about the Company's Antitrust Compliance Policy, ensure that those individuals have access to counsel

regarding this Policy, and implement appropriate internal controls that will reduce the risk of antitrust violations.

3. No officer, director, or associate of the Company has the authority to direct, participate in, approve, or tolerate any violation of the antitrust laws by anyone.

Guidelines. The following general guidelines contain practical advice and will assist associates in policy compliance:

- ◇ Exercise independent judgment and avoid even the appearance of an agreement with a competitor.
- ◇ Make all pricing decisions independent of competitors or others outside the Company, and in light of the Company's costs, general market conditions, and competitive prices.
- ◇ Confine discussions with competitors to the subjects for which a meeting is convened. If there is an agenda, limit discussion to agenda items.

"Individuals and organizations with solid morals, values, and ethics are those that prosper in the long run.

"Doing what is right means conducting oneself in ways that allow us to look in the mirror at the end of the day and feel good about what we've accomplished and how we've accomplished it."



*Kyle McChesney,
Manager, Sales*

- ◇ **DO NOT** enter into any discussion with a competitor or facilitate discussions among sellers on the following subjects (unless negotiations are necessary to consummate a bona fide supplier/customer relationship):
 - Prices, discounts, or other terms / conditions of sale (including credit)
 - What constitutes a fair price level
 - Warranties
 - Costs, cost coverage, margins, or profits
 - Sales territories or customers
 - Marketing practices
 - Any other matters on which agreement is inappropriate under Company Policy.
- ◇ **DO NOT** attend, participate, or remain at any meetings with competitors (including informal social gatherings) at which any forbidden subjects are discussed.
- ◇ **DO NOT** obtain information about any competitor's business (including price lists) directly from the competitor (unless necessary to consummate a bona fide supplier/customer relationship or to jointly serve particular customers). Associates may obtain information about competitors from public sources or from customers. **DO** document sources of such information.
- ◇ **DO NOT** provide business information to a competitor (subject to the same exception stated above). Limit communications with customers regarding pricing information to those that are absolutely necessary so as to avoid any appearance of using a customer as a conduit.

1) Confidentiality and Security of Data.

In the course of one's day-to-day activities, an OEConnection associate may learn of or obtain confidential or proprietary information about a customer or shareholder. It is vital to the Company's business that such information is kept

confidential and not shared with any other customer, supplier, or shareholder without authorization from the person or company providing the information. Even if sharing is authorized, it can pose antitrust risks. The Company has implemented strict measures to protect the confidentiality and security of information received from others.

For example:

- ◇ Information provided by one customer to OEConnection should not be provided to any other customer or organization. Such information can include among others:
 - Prices quoted by one customer to another through any OEConnection service (e.g., parts price quotes by one dealer to a collision shop should not be given to another dealer);
 - Prices at which any product may be sold by one customer to another through any OEConnection service;
 - The number of searches, queries, or transactions that a customer makes/completes using any OEConnection service.
- ◇ Information provided by one shareholder to OEConnection for the purpose of serving such shareholder's dealers or other customers, including information such as the price any shareholder may resell any OEConnection product to its customers, any marketing strategy, e-commerce strategy, or other business strategy, plan, or decision made by any shareholder with respect to its individual business.

Each officer, director, and associate must be familiar with and observe the confidentiality and security procedures that OEConnection has put in place. Even unintentional sharing of information provided by one customer or shareholder with another could be construed as evidence that the Company is acting as a conduit in an illegal agreement among

competitors. If a Company associate has any question about whether information provided by one OEConnection customer may or should be shared with anyone else, he/she should consult with the CAO or legal counsel.

2) Meetings of the OEConnection Board of Directors. Because OEConnection is a joint venture formed by competitors, the Company has specific procedures with respect to its Board of Directors meetings designed to ensure that data remains confidential and secure and that the Company does not become a conduit for an illegal agreement among competitors. Meetings of the OEConnection Board of Directors are to be conducted in accordance with these guidelines:

- ◇ Matters brought before the Board of Directors will be strictly limited to items related to OEConnection's business and will not include any unrelated matters concerning the separate businesses of any company or entity having a representative on the Company's Board.
- ◇ Meetings of the Board of Directors will be conducted in accordance with a written agenda, which will be, except for emergency meetings called on short notice, reviewed for antitrust issues and approved in advance by the CAO and legal counsel.
- ◇ Members of the Board of Directors will not receive customer-specific information about transactions but will receive only information about OEConnection's business operations and performance in aggregate form.

"Integrity is accepting accountability while being responsible, honest, and professional.

"Simply stated, lead by example."



*Erik Enright, Manager
Integration &
Technology Frameworks*

3) Professional and Trade Associations.

From time to time, Company associates may meet with competitors at professional or trade association meetings to discuss legitimate issues of concern to participants in the industry. Such discussions are not unlawful, but care must be taken to ensure they do not involve or give the appearance of involving communications or agreements that might be viewed as violating antitrust laws.

Because representatives of OEConnection and its competitors often attend these meetings, they get to know each other well, leading to the risk that normal social interchange may stray into dangerous areas. Moreover, the standard setting activities of professional or trade associations can raise antitrust issues. The following guidelines apply to trade and professional association meetings and will aid associates in complying with OEConnection policy:

- ◇ **DO NOT** participate in any meeting of a trade association or professional society that does not have a stated agenda.
- ◇ **DO NOT** participate in any business discussions, however informal, that are not on the agenda.
- ◇ **DO** insist that particularly sensitive trade or professional association activities be cleared in advance with the CAO or legal counsel and monitored by antitrust counsel.
- ◇ **DO** document the source of any sensitive information obtained about a competitor to avoid any later inference that the information was improperly obtained.
- ◇ **DO** consult with the CAO or legal counsel about any concerns about discussions that take place at a trade or professional association meeting or elsewhere.

AGREEMENTS WITH SUPPLIERS AND CUSTOMERS (“VERTICAL” AGREEMENTS).

Unlike agreements between or among competitors, so-called “vertical” agreements with suppliers and customers (other than those relating to resale prices) are usually legal unless some anti-competitive effect can be demonstrated. They are also more likely to be embodied in specific contracts, rather than inferred from discussions, reducing the risk that ambiguous conduct will be misunderstood. These agreements can arise in many areas of Company business, including agreements with software and other vendors, inventory data collection companies, and users of OEConnection’s various services. **The following kinds of “vertical” agreements can raise legal questions, making consultation with the CAO and legal counsel essential.**

A) Exclusive Dealing or Requirements Contracts. An *exclusive dealing contract* requires that a buyer deal exclusively with a particular seller. A *requirements contract* is one in which the buyer agrees to buy a certain percentage of its stated requirements from a particular seller. These agreements may preclude the seller’s competitors from participation in the business under contract. Legality of these arrangements depends on a variety of factors and can only be determined on a case-by-case basis.

B) Preferential Treatment. Antitrust concerns with preferential treatment may take three forms:

1. Preferential treatment for one customer over another in accessing any OEConnection service;
2. Preferential treatment for one customer over another in the price of goods or services sold by OEConnection; and
3. Preferential treatment for the Company over one of its competitors in OEConnection’s dealings with its suppliers.

With respect to preferential treatment for one customer over another in accessing the OEConnection exchange, it is the Company’s policy to provide access to its services to all franchised automobile dealerships, collision shops, and other repair professionals in the automotive industry who meet the terms and conditions for access.

Those terms and conditions for access are objective, reasonable, and designed to encourage and preserve the ability of all participants in the automotive industry to compete vigorously and pursue their individual competitive advantages on such matters as quality, service, technology, and price. No associate has authority to alter or amend those terms and conditions as they apply to any customer without prior approval of the Board of Directors. Any questions about this policy should be directed to the CAO or legal counsel.

The sale of goods of like grade and quality to different customers at different prices can raise legal questions, as can agreements to favor certain customers in promotional programs for the resale of those goods. Offers of differential pricing with respect to products or commodities to a customer or a class of customers should be discussed in advance with the CAO or legal counsel.

Finally, with respect to preferential treatment of OEConnection over its competitors in dealings with its suppliers, in some cases, it may be safe for the Company to enter into a “most favored nation” contract with one of its suppliers, thus guaranteeing that no other customer of that supplier will be treated more favorably than OEConnection. However, the law in this area is not settled, and associates negotiating or evaluating such contracts should consult with the CAO or legal counsel prior to the execution of any agreement or contract.

C) Tying Arrangements and Reciprocal Dealing. In some cases, the antitrust laws prohibit an agreement in which a seller requires a buyer to buy one (usually less desired or desirable) product or service (the “tied product”) in order to obtain another (usually more desired or desirable) product or service (the “tying product”).

On the other hand, it is not illegal to combine the sale of different or separate goods or services in a package at a particularly favorable price — as long as the customer has the realistic choice of purchasing the individual goods or services separately. Again, consult with the CAO or legal counsel on these issues.

Reciprocal dealing occurs when one person or entity buys goods or services from another on the condition that the other person or entity buy some good or service from the first. The rules governing reciprocal dealing are similar to those applicable to tying arrangements. Associates should consult with counsel before entering into such an arrangement.

Associates should consult with a supervisor and the CAO when in doubt about the legality of any business activity. Even if this Policy does not seem to apply, consult with counsel whenever any proposed activity seems “unfair,” overreaching, or likely to be challenged by another party. Until an associate has received affirmative clearance for a proposal that raises doubts, he/she should not proceed.

D) Resale Price Restrictions.

Agreements that control the prices that customers will charge to their customers are almost always illegal. Consult with the Chief Administrative Officer or legal counsel about any proposed contractual arrangement that raises the specific issues mentioned in this subsection. The law in this area is complicated, but experienced counsel can usually structure legal arrangements that achieve legitimate business objectives.

Internal Controls

Internal controls provide a system of “checks and balances” to help ensure that administrative and accounting policies are complied with throughout the organization.

Administrative controls promote organizational effectiveness and help establish a uniform direction for associates by ensuring adherence to OEConnection policies. *Accounting controls* safeguard assets and ensure the reliability of OEConnection records. The Chief Financial Officer (CFO) is responsible for establishing and maintaining effective administrative and accounting controls.

“As a Customer Care Representative, Integrity comes into play every day.

“We have a responsibility to use our knowledge, enthusiasm, and sincerity to exceed our customers’ expectations...at the end of the day, we want to know we’ve fully addressed their issue or concern.



*Karen Roknich, Team Lead
Customer Care*

General

- ◇ In administering internal controls, the CFO will communicate to associates all OEConnection policies that apply to the effective performance of their assignments. Reasonable and detailed procedures and direction for complying with policies will be established to minimize deviations.
- ◇ The Finance team is responsible for devising and maintaining a system of internal accounting controls for maintaining books, records, and accounts, which, in reasonable detail, accurately and fairly reflect business transactions, dispositions of assets, and other data. This system should provide reasonable assurance that:

- Transactions are executed in accordance with management's general or specific authorization.
 - Transactions are recorded as necessary to permit preparation of accurate and complete financial and other records and statements to conform to generally accepted accounting principles.
 - Transactions are recorded as necessary to maintain accountability for assets.
 - Access to assets is permitted only in accordance with specific management authorizations.
 - The recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action taken with respect to any differences.
- ◇ Internal accounting controls consist of organizational plans, policies, and procedures that are concerned with safeguarding assets and the reliability of financial and other records, which are the continuing responsibility of OEConnection's CFO.
- ◇ The concept of "reasonable assurance" (in this context) means that the maintenance of books, records, and systems of internal accounting control are subject to cost/benefit considerations (that is, the cost of maintaining books, records, and the systems of internal accounting control should not be greater than the benefits derived).
- ◇ Accordingly, material items should be subjected to a greater degree of control. Materiality, in this context, is defined in terms of the potential economic impact of the transaction and not merely the size of the transaction itself.
- ◇ Inherent in the design of a good system of internal accounting control is the segregation of duties and methods devised to cross-check the accuracy of the recorded accountability for assets.

Responsibilities to Others

Code of Conduct

This Code of Conduct is intended to serve as a brief guide to the expected conduct of all OEConnection associates.

In our relationships with owners, customers, fellow associates, competitors, suppliers, representatives of government at all levels, communications media, and others, we require and hold ourselves to the highest standard of ethical and legal conduct. Every associate is expected to exhibit a high degree of personal integrity, refraining from behavior that might be harmful to a member of any such group.

Among the types of behavior and conduct that OEConnection considers **unacceptable** include, but are not limited to:

- ◇ Falsifying employment or other OEConnection records.
- ◇ Violating the Company's confidentiality policy.
- ◇ Violating nondiscrimination and/or workplace harassment policy.
- ◇ Reporting to work intoxicated or under the influence of non-prescribed drugs and the illegal possession, use, sale, distribution or transportation of drugs on Company premises or in the course of employment.
- ◇ Theft of property from co-workers or the Company.
- ◇ Any type of workplace violence.

OEConnection associates must understand and comply with the detail and spirit of all OEConnection policies and legal requirements related to their work with OEConnection.

Protecting and enhancing the reputation of OEConnection and its associates means abiding by—around the clock—this Code of Conduct and all policies and guidelines established by OEConnection.

Annually, every associate reviews and signs a copy of the Code of Conduct. It serves as a guide to the Company's expectations for associate conduct with co-workers, customers, suppliers, and others. It also outlines the Company's commitment to conducting business in full compliance with all applicable laws.

If an associate supervises other associates, the supervising associate is expected to ensure that those direct or indirect reports also know and follow this Code and follow all legal and ethical requirements.

OEConnection's Code of Conduct also applies to associates of firms doing business with the Company while on its premises, including but not limited to project and/or contract associates.

The Company expects associates to avoid personal or financial activities that conflict or appear to conflict with the Company's interests, or that influence or appear to influence one's judgment or actions in performing one's duties.

A simple test:

- ◇ Could one's conduct withstand public scrutiny?
- ◇ If an associate's conduct was disclosed to management and reported to the media, could it be justified as lawful and above reproach?

In any case, if the answer is no, don't do it.

This policy, in its entirety, provides specific and stringent guidelines related to accepting, soliciting, and giving gifts. In addition, the Code of Conduct requires associates to abide by the rules as they relate to serving on Boards of Directors, holding an ownership interest in any OEConnection Business Partner or non-Business Partner organization, or participating in political activities.

Further, the Code of Conduct provides specific guidance and direction that requires all associates to abide by all securities laws as well as Company policy if and when an associate acquires or has access to confidential information about OEConnection or the business of other companies (that has not yet been made available to the general public).

If, for example, an associate learns of something that could reasonably be expected to affect the stock price of a publicly-traded company, the associate must not buy or sell that stock or disclose that information to others.

Associates have a responsibility to protect OEConnection property against loss, theft, abuse, and unauthorized use, access or disposal. Associates should safeguard corporate assets by ensuring they are properly maintained and used to further the Company's business interests. Associates may use OEConnection assets only for purposes related to one's job responsibilities. Every associate is obligated to maintain the confidentiality of Company business information.

OEConnection makes decisions based on the accuracy of information recorded at all levels of the organization. Inaccurate information can lead to poor decision-making. Additionally, customers, suppliers, owners, and government officials rely on OEConnection to be honest and to provide accurate information on subjects ranging from our products and services to financial performance.

Media. If an associate is contacted by a member of the news media, the best course of action is to first discuss the situation with the President & CEO to ensure that the most appropriate person or team responds. Associates are under no obligation to immediately respond to a journalist.

Gifts. It is strictly prohibited to give anything of value directly or indirectly to a government official in order to influence his or her judgment in the performance of official duties.

OEConnection employees should never request or solicit offers for entertainment, meals, gifts, or other gratuities or personal services or favors from Business Partners.

If there is a legitimate business purpose you may offer gifts and favors to an individual or organization that does business with OEConnection or with which OEConnection seeks to do business ("Customer") subject to these important limitations:

- ◇ Receipt of a gift / favor must not violate applicable law or the customer's Code of Conduct or other internal policies or procedures.
- ◇ Gift / Favor must be of nominal value (in no event more than \$100 in value) and must involve no more than normal sales promotion or publicity.
- ◇ Social amenities must be appropriate and limited and they must never give the appearance of impropriety.
- ◇ Entertainment events requiring extensive travel or overnight stays are prohibited without the prior approval of the Chief Administrative Officer.
- ◇ Discounts on goods and services offered to a customer must be the same as OEConnection generally makes available.
- ◇ Cash, gift certificates, or gifts of alcohol should never be offered.
- ◇ Never utilize an OEConnection vehicle for transportation unless it is an authorized company business trip.

Compliance. OEConnection is committed to complying fully with anti-bribery, export control, customs, and anti-boycott laws. Anti-bribery laws prohibit providing, directly or indirectly, anything of value to domestic or foreign governmental, political, or military officials or representatives of international organizations to obtain or retain business or to gain an unfair advantage.

Export control and custom laws regulate where and how OEConnection may sell technology or exchange information. Anti-boycott laws may prohibit participation in foreign boycotts and limit disclosure of information about business activities and personnel.

Inquiries. If an associate is contacted by a government agency or department to obtain information either in the form of a phone call, letter, or personal visit, the associate should contact the Chief Administrative Officer immediately prior to answering any questions. In general, it is OEConnection's policy to cooperate fully with any governmental inquiry.

Political Contributions. Contributions, loans, or services provided by OEConnection to any political party or committee, or a candidate for, or a holder of, a political office are permitted only if such complies with applicable law and is approved in advance by the Board of Directors.

Competitors / Business Partners. The Company is committed to full compliance with all applicable antitrust, competition, consumer protection and other applicable laws. These laws regulate the Company's relationships with its members, competitors, subscribers, suppliers, dealers, distributors, and customers.

These laws generally prohibit agreements and other activities that fix or coordinate prices or price formulas, divide sales territories or customers, or unreasonably restrict free and open competition. These laws also restrict OEConnection's ability to share proprietary or competitively sensitive information with competitors and to deal exclusively with suppliers or other Business Partners.

Accepting Confidential Information. Information submitted to OEConnection marked "Confidential," "Proprietary," or with other similar legends restricting the Company's use of such information should be returned to the information provider, unless the information is furnished pursuant to a

confidentiality agreement approved by an authorized OEConnection officer. Upon returning the information to the provider, a request should be made to return the information without restrictive legend.

Sharing Information with Owners.

Associates should not share OEConnection's confidential corporate information regarding a specific Founding Owner, its business, or its franchised dealers with any other Founding Owner of OEConnection unless such confidential information is publicly available. In no event should an associate share any information with a Founding Owner if such sharing would be a violation of any applicable law.

Respect for Associates, Business Partners, and Customers. OEConnection expects its associates (and associates of its Business Partners and Customers) to be treated with dignity and their rights to be respected. This applies to all individuals regardless of age, disability, national origin, race, religion, or sex.

Quality. It is OEConnection's goal to provide its customers with exceptional quality in all products and related services. All associates should strive to exceed the expectations of both internal and external customers and continuously improve the quality of OEConnection's products and services.

Conclusion. No written Code of Conduct, no matter how detailed, can cover every situation an associate might encounter in his/her career at OEConnection. If in doubt about the right thing to do, consider the following questions:

- ◇ Is the action legal?
- ◇ Is the action fair to all parties?
- ◇ Would I be comfortable having this action reported in the local newspaper or on the evening news?

If an associate has any question about the propriety of proposed conduct, he/she can discuss legal or ethical issues with the CAO or legal counsel.

Concealed Weapons

In an effort to provide and maintain a safe work environment and protect our associates and non-associate visitors, the Company has established a policy on concealed weapons.

OEConnection prohibits associates and any other persons (visitors, customers, vendors, etc.) from carrying, possessing, or using handguns, firearms, explosives, knives, or any other dangerous instrument or device on any OEConnection property, while engaged in OEConnection business, or at an OEConnection-sponsored event, regardless of whether the individual is licensed by law.

This policy applies to associates, vendors, customers, and visitors to OEConnection.

General

This ban includes keeping or transporting a weapon in a vehicle on company property, and extends to any vehicle, regardless of owner. Weapons are barred from being on the person, or in the person's property (such as a briefcase or toolbox), including vehicles when on company property.

The only exception to this policy will be law enforcement officers or other persons who have been given written consent by OEConnection to carry a weapon on the property.

Equal Employment Opportunity

OEConnection is an equal opportunity employer, and as such, does not discriminate in its employment practices on the basis of race, color, religion, creed, national origin, ancestry, gender, handicap/disability, or age.

This policy applies to all OEConnection associates.

Equal Opportunity Programs. Equal opportunity applies but is not limited to the following:

- ◇ Employment
- ◇ Upgrades/Promotions
- ◇ Demotions

- ◇ Transfers
- ◇ Recruitment
- ◇ Layoffs or terminations
- ◇ Compensation
- ◇ Training

EXECUTIVE ORDER 11246 (AS AMENDED BY EXECUTIVE ORDER 11375)

OEConnection will comply with all applicable provisions of Executive Order 11246, Title VII of *Civil Rights Act of 1964* (as amended by the *Equal Employment Opportunity Act of 1973*), the *Rehabilitation Act of 1973*, the *Americans with Disabilities Act*, and all related state and local laws, rules, and regulations.

Resolution of Issues. The Company provides an effective means for associates to bring issues concerning their well-being at work to the attention of management. When a complaint of unfair employment practices is brought to the attention of the Company, effective steps will be taken to ensure that an appropriate resolution occurs promptly while maintaining the confidentiality of all parties involved to the extent practicable.

The Company will not tolerate any form of retaliation toward an associate or toward an individual filing a complaint or assisting in a Company investigation of a complaint.

Nepotism

This policy details the Company's guidelines relating to the employment of relatives and the definition of a relative. The policy applies to all OEConnection associates.

Employment of Relatives. Employment of relatives in the same area of an organization has the potential to cause serious conflicts including the perception of favoritism and decreased associate morale. In addition to claims of partiality in treatment at work, personal conflicts from outside the work environment potentially can be carried into day-to-day working relationships.

While OEConnection has no absolute prohibition against employing relatives of existing associates, the Company does not permit relatives to work in the same department (e.g., managed by the same manager or director) or in a reporting relationship to one another.

In addition, relatives of OEConnection's Executive Team are not permitted to work as associates within any department in the company. Relatives employed by OEConnection prior to the introduction of this policy will have been exempted from this requirement.

"Integrity is alive and well at OEConnection. For example, the company regularly surveys associates and customers to learn what's important to them... what OEC can do better.



More importantly, the company commits to taking action on the feedback. Our great benefits and programs are the result."

*Mary Holden
Communications Administrator*

For the purposes of this policy, a relative is any person who is related by blood or marriage, or whose relationship with the associate is similar to that of persons who are related by blood or marriage.

This restriction applies in the case of organizational restructuring and posting for new positions within the company.

ORGANIZATIONAL RESTRUCTURING

OEConnection will make every effort to place associates in appropriate positions based on business need and in accordance with our *Nepotism* guidelines.

INTERNAL POSTINGS

Associates are advised that they may not be permitted to post for a position if a relative is employed in that department or if obtaining that position would create an inappropriate reporting relationship.

The Company is committed to monitoring all situations involving related associates. In case of actual or potential problems, the Company will take appropriate and prompt action.

OEConnection from time to time may choose to employ a relative of an associate for seasonal or other short-term business needs. In such cases, the restriction on the hiring of relatives will not apply. If a relative of an associate is hired for seasonal purposes, the Company will avoid creating an employment relationship in which the associate is the supervisor of his or her relative. OEConnection will not knowingly create a potential conflict of interest with seasonal or other short-term associates.

Workplace Harassment

OEConnection respects the individuality and the dignity of all of its associates and customers. We strive to create a professional, respectful atmosphere in which individual beliefs, experiences, and backgrounds are highly valued. The Company is firmly committed to providing a work environment free from harassment due to race, color, religion, creed, national origin, ancestry, gender, handicap / disability, or age.

OEConnection prohibits the harassment of fellow associates, customers, or any individual at any time. All associates have the responsibility to help ensure that the work environment is free from harassment.

Violations of this policy are serious and should be referred to the appropriate representative within the Company. Managers with knowledge of a harassment complaint or potential complaint are obligated to contact the Human Resources Director with details.

Any behavior that OEConnection determines to be harassment will result in disciplinary action, up to and including termination. Retaliation against persons who file complaints of harassment or who participate in investigations of harassment will not be tolerated.

The policy applies to all OEConnection associates as well as associates of firms doing business with the Company while on our premises, including but not limited to project and/or contract associates.

"A key element of Integrity, I believe, is ensuring open communication with one's customers.

"We prominently display our contact information—phone and email—in our newsletters, on our website, and in mailings that go out to our customers."



*Janice Schenk
Manager, Product Marketing*

DEFINITION

Harassment is defined as unwelcome conduct on the basis of race, color, religion, creed, national origin, ancestry, gender, handicap/disability, or age, in which:

- ◇ The associate is required to submit to certain conduct, either explicitly or implicitly, as a term or condition of employment, or
- ◇ The associate's submission to or rejection of certain conduct is used as a basis for employment decisions affecting the individual, or
- ◇ The conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, or offensive work environment.

Sexual Harassment. Sexual harassment is defined as unwelcome conduct on the basis of gender, which affects a person's job as defined above. Examples of behavior that may create a sexually hostile environment include, but are not limited to:

- ◇ Verbal or written comments or invitations
- ◇ Unnecessary touching
- ◇ Commenting on physical attributes
- ◇ Displaying sexually suggestive pictures or objects
- ◇ Using demeaning/inappropriate terms or offensive, sexually degrading language
- ◇ Using unseemly gestures
- ◇ Ostracizing workers based on gender
- ◇ Granting job favors to those who participate in consensual sexual activity
- ◇ Visiting establishments that are sexually explicit in nature (e.g., 'adult entertainment' establishments or 'strip clubs') with associates and/or clients as part of a business outing
- ◇ Other activity that reasonably may be construed as singling out any person in a negative or unwelcome manner due to that person's gender.

Other Explicitly Prohibited Harassment.

Harassment based on race, ethnicity, national origin, religion, handicap/disability, age, sexual orientation, or other personal characteristic is defined as unwelcome conduct based on one of these factors with the same impact as described in "Definition of Harassment" above. These forms of harassment include creating an environment characterized by:

- ◇ Offensive verbal / written comments
- ◇ Displaying, circulating, or collecting derogatory material
- ◇ Using or accepting offensive words, jokes, depictions, or threats
- ◇ Ostracizing workers based on one or more of the characteristics listed above

- ◇ Other activity that reasonably may be construed as singling out any person in a negative or unwelcome manner due to that person's race, color, religion, creed, national origin, ancestry, gender, handicap/disability, or age.

Filing Complaints. Any associate who is offended by the behavior of any person encountered on the job and believes the behavior constitutes harassment as defined by this policy is encouraged to take immediate action. The associate is encouraged, but not required, to tell the offender directly that their behavior is offensive, stating specifically that they want the behavior to stop. If the associate is uncomfortable with talking to the offender, he/she may proceed as described here:

- ◇ If the unwelcome behavior does not stop or there is fear of reprisal, the associate should report the behavior to any manager or to the Director of Human Resources. Harassment is a serious issue. Management needs to know about it in order to take prompt and appropriate action to ensure that no further incidents occur.

There will be no retaliation against persons for notifying the Company about harassment, for helping someone else notify the Company, or for providing information about a complaint as a witness.

Managers with knowledge of potential harassment complaints are expected to report the incident immediately to the Human Resources Director.

Investigation of Harassment Claims.

Claims of harassment will be investigated promptly. The most appropriate corrective action will be taken to ensure fairness to all parties involved and to ensure that any harassment will stop.

Corrective action will include discipline up to and including termination against any person found to have committed harassment. Any associate or individual interviewed during a harassment claim investigation will be asked to maintain confidentiality. The Company

treats all information discreetly, sharing information only on a need-to-know basis. If state or local statutes require additional action with regard to harassment claims, the Company will comply with such statutes.

Workplace Violence

OEConnection is committed to preventing workplace violence and maintaining a safe work environment for all of our associates, project staff, and visitors. The Company has adopted the following guidelines to deal with intimidation, harassment, or other threats of (or actual) violence that may occur during business hours or on its premises.

All associates, including managers, staff and project associates, should be treated with courtesy and respect at all times. Associates are expected to refrain from fighting, "horseplay," or other conduct that may be dangerous, unwelcome, or intimidating to any person. Firearms, weapons, and other dangerous or hazardous devices or substances are prohibited from Company premises.

The policy applies to all OEConnection associates. This policy also applies to associates of firms doing business with the Company while on our premises including but not limited to project and/or contract associates.

General

OEConnection does not permit, tolerate, or condone conduct that threatens, intimidates, or coerces any associate. Anyone determined to be responsible for threats of (or actual) violence, or other conduct that is in violation of these guidelines, will be subject to prompt disciplinary action up to and including termination of employment.

Workplace violence or violent activities of any kind in the workplace are strictly prohibited. Workplace violence includes, but is not limited to, harassment, threats, physical attack, or property damage as defined in this document (see *Definitions*, next page).

- ◇ Any form of violence is prohibited on OEConnection's property, including but not limited to any and all grounds, facilities, and vehicles during working or non-working time and while performing Company business on or off OEConnection premises.
- ◇ The use or possession of a weapon is prohibited on OEConnection property, including but not limited to any and all grounds, facilities, and vehicles during working time and while performing OEConnection business on or off OEConnection premises.
- ◇ Any and all activities described in the above items are expressly prohibited. The examples of behavior and conduct are not intended to be an all-inclusive list of conduct that OEConnection may determine to be workplace violence under this policy.
- ◇ Any associate who feels that he/she is a victim of workplace violence or who observes or otherwise has reason to believe that violence is occurring in the workplace should immediately report the matter to his/her manager or any member of management.
- ◇ The Company will immediately investigate all workplace violence reports. The investigation will be conducted on a confidential basis to the extent possible. All associates are expected to cooperate fully in investigations.
- ◇ Any associate violating this policy is subject to immediate discipline up to and including termination of employment.
- ◇ The Company will not tolerate retaliation against any associate for filing a good-faith grievance or complaint that alleges workplace violence or for participating in an investigation.

DEFINITIONS

- ◇ Harassment is behavior or communication designed or intended to intimidate, menace, or frighten another person.
- ◇ A threat is the expression of intent to cause physical or mental harm. An expression constitutes a threat regardless of whether the party communicating has the present ability to carry out the threat and regardless of whether the expression is a present, conditional, or future threat. Threats may be either expressed or implied.
- ◇ Physical attack is unwanted or hostile physical contact, including but not limited to hitting, fighting, pushing, shoving, throwing objects, or using a weapon against an individual.
- ◇ Property damage is intentional damage to property that includes property owned by OEConnection, its associates, visitors, vendors, or customers.

Our Corporate Values

We Value...

People

...the contributions of our bright, creative, energetic associates, committed to personal excellence.

Integrity

...honesty, integrity, and the highest ethical standards in every facet of how we conduct our business.

Passion

...a passion for customers, technology, the automotive industry, and our business.

Innovation

...new ideas, questioning the status quo, and a willingness to take risks.

Performance

...the ability to focus on top priorities, plan accordingly, and execute without fail.

Ownership

...personal accountability for commitments, results, and quality to our customers, shareholders, and fellow associates.

Teamwork

...an open, honest, respectful, and collaborative work environment that recognizes that the best decisions often require more than one great mind.

Communication

...the power of timely and accurate communication in everything we do.

Community Citizenship

...and take seriously our commitment to give back to the communities in which we work. We empower our associates to make a difference outside of the workplace and to live our business values in everything they do.

