

Countrymark Cooperative, LLP

Policy Statement on Ethics and Conduct



Policy Statement on Ethics and Conduct

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Countrymark Cooperative, LLP

Ethics Policy Statement

CEO Statement of Introduction


I believe that Countrymark Cooperative's employees are one of our most important assets. Without the expertise and dedication of its employees, Countrymark Cooperative could not succeed. In fact, we can attribute our ability to succeed in significant part to our ability to recruit, hire, and maintain a skilled and productive workforce. It is my hope that each employee will be a productive and successful member of our team during his or her career with Countrymark Cooperative.

The owners and stakeholders of Countrymark Cooperative have entrusted all of us with the efficient and ethical management of this organization. Furthermore, our customers, clients, vendors, and neighbors in the community expect the employees of Countrymark to conduct themselves in an honest and ethical manner. Our behavior on the job, and sometimes even away from work, can and does have an impact on the image and perception of Countrymark. As such, the policies and guideline contained in this booklet have been designed to help you understand the behavior expected of all Countrymark Cooperative employees.

This guide cannot cover all the rules and regulations that apply to every situation. However, the values and requirements summarized here can help you make the right decision. Each of us is expected to behave ethically even in the absence of a specific company policy. Our reputation and continued success depend on the decisions you make every day.

The information, policies and guidelines outlined in this document may be revised and/or updated from time to time. When changes are made, you will be provided with an update. If you have any questions about, or are unsure how to interpret, any of the provisions in this document, we strongly encourage you to discuss them with your supervisor or with a Human Resources representative.

Sincerely,



Chief Executive Officer
Countrymark Cooperative, LLP

Countrymark Cooperative, LLP

Business Ethics Standards

Ethics Policy Statement

Introduction

Countrymark's Ethics Policy is a guide to the responsibilities we, as Countrymark representatives, share for ethical business conduct. It summarizes our basic standards and is designed to help you understand and apply Countrymark's requirements for personal and corporate behavior. Although it is not feasible to provide guidelines that address every possible situation, this document is intended to alert you to potential issues and provide guidance to help you in your decision-making. Ultimately, Countrymark relies on your individual judgment and personal integrity to uphold these standards.

You should carefully read and familiarize yourself with this guide. In general, you should always ensure you observe the following guidelines:

- * Conduct yourself with integrity and in a professional manner.
- * Treat all Countrymark stakeholders with whom you interact with respect.
- * Become familiar with and comply with the Countrymark policies and procedures that apply to your respective job duties.
- * Do not engage in any unlawful or unethical activities.
- * Seek guidance when needed from management staff.
- * If you have a concern, follow the guidelines provided in the section entitled "**Raising Concerns: Options to Voice Your Concerns.**"

Employees of Countrymark Cooperative are expected to familiarize themselves with these guidelines of conduct, and to make a good faith effort to comply with them. *Failure to comply with these conduct guidelines will subject an employee to disciplinary action, which may include termination of employment.*

Help and Additional Information

If you need further information on or clarification of any of the topics discussed in Countrymark's Ethics Policy or you wish to discuss a matter of concern, you are encouraged to contact your supervisor. Alternatively, you may contact a Human Resources representative.

Please be sure to read the section of the document titled "**Raising Concerns: Options to Voice Your Concerns**" to understand your options to reporting and resolving ethics issues and/or concerns you may have.

If you choose to use Countrymark's "**Employee HelpLine**", your communications will be treated with courtesy and discretion. In raising a concern using the "**Employee HelpLine**", you may remain anonymous if you choose. Countrymark will take each communication seriously and, if warranted, will conduct an investigation and take any necessary corrective action.

You will not be retaliated against for raising a concern, regardless of the method you choose to utilize. However, you should also note that anyone who knowingly makes a false accusation or knowingly provides false information may be subject to disciplinary action.

Countrymark Cooperative, LLP Business Ethics Standards

General Guidelines for Ethical Behavior

Questions to ask regarding behavior:

When confronted with a decision that might involve you or others in questionable activities, stop and think. If you are unsure about a particular situation, ask yourself the following questions:

- * Are my actions legal?
- * Could my actions create the appearance of impropriety?
- * Will my actions be in compliance with spirit of the policies of Countrymark?
- * What will I think about myself afterwards?
- * What would my family or friends think about what I was doing?
- * How would it look on a bulletin board, in a newspaper or on TV?
- * Are there any alternatives to my actions?

“RED FLAGS”

Using or hearing the following, or similar, phrases may indicate that questionable activity has or may be taking place.

- * “I’ll do it, but just this once.”
- * “Everyone else does it.”
- * “No one will ever know.”
- * “I’ll never do this again.”
- * “We’ll do whatever you want if you’ll give us your business.”
- * “We didn’t have this conversation.”
- * “Just make sure no one ever sees that document again.”
- * “The ends justify the means.”

If you know, or even think, it is wrong – DON’T DO IT!

If you are still not sure – ASK FOR GUIDANCE!

Become familiar with the policies set out in this document, and know the legal and company requirements that apply to your job. There are many ways to get help – the important thing is to use one of them.

If you are ever unsure what is the right thing to do – ask for help!

Raising Concerns

Options to Voice Your Concerns

Countrymark Cooperative is committed to addressing Employee concerns that may have a negative affect on its employees, or that may cause an employee concern. Therefore, Countrymark Cooperative has adopted processes by which any employee may voice an opinion or discuss a problem with management without prejudice or fear of retaliation.

Employees are encouraged to utilize one of the processes outlined below to report their concerns, which may include situations involving: illegal, dishonest, fraudulent, dangerous, or unethical actions taken by co-workers or supervisor, theft of company or employee property, or to report harassment by a co-worker or supervisor.

Internally: Resolution of Concerns:

- Step 1** Discuss their concern with their immediate supervisor as soon as possible once a concern is raised or identified. Present the facts as known, listen and consider your supervisor's response, and attempt to develop a mutually acceptable resolution.
- Step 2** If the issue is not satisfactorily resolved in Step 1, or if it is not suitable for the employee to discuss the issue with their immediate supervisor, the employee may discuss their concern with a department manager, or with the (Sr) Vice President of their operating business unit.
- Step 3** If the issue is not resolved by using Steps 1 and 2, the employee may then discuss their concern with a Human Resources representative. The HR representative will listen to the employee's concerns and may respond with information that may be immediately available. The HR representative may also discuss the issue with others as appropriate in order to develop a suitable and acceptable resolution.

Note *If they so choose, employees may report their concern using Step 3 of the process outlined above without utilizing Steps 1 and 2, if their concern is such that discussing the issue with their immediate supervisor, department manager or operations (Sr) Vice President is infeasible or unsuitable. If the HR representative determines that the issue can and should be directed through both Steps 1 and 2, the HR representative will refer the employee to their direct supervisor for discussion.*

Externally: Countrymark's "Employee HelpLine"

Employees who prefer not to express their concern to a Countrymark Cooperative, LLP employee are encouraged to utilize the Countrymark Co-op's "Employee HelpLine" to make a report confidentially and anonymously if they so choose.

Employee HelpLine Contact Information	}	Via Phone: 888- 552-8065
		Via Internet: www.countrymark.com/helpline/

The "Employee HelpLine" is operated by a third party service provider. Therefore, all contact with the "Employee HelpLine" is confidential. Employees contacting the "Employee HelpLine" may remain completely anonymous if they so choose. Issues reported to the "Employee HelpLine" are forwarded to appropriate managerial staff within Countrymark or to a board member for review, response and resolution.

No Retaliation:

Under no circumstances will any employee of Countrymark Cooperative be criticized, penalized, harassed, or treated differently for using any dispute resolution procedure in good faith. Any employee who is found to have criticized, penalized or harassed an employee in retaliation for using any dispute resolution procedure will be subject to disciplinary action, up to and including termination. However, employees who intentionally submit false claims through this process are not protected from appropriate disciplinary action, up to and including termination of employment.

Countrymark Cooperative, LLP Business Ethics Standards

Employment and Employee Conduct

It is the intent of Countrymark Cooperative to provide a productive and safe working environment for all employees, free from harassment or other unnecessary distractions. The following sections of this statement outline in general the conduct expected of Countrymark Co-op employees.

Equal Employment Opportunity Statement

This Equal Employment Opportunity (EEO) statement reaffirms the commitment of Countrymark Cooperative to providing equal employment opportunities for all employees and job applicants. Countrymark Cooperative endorses and will follow this EEO statement in implementing all employment practices and procedures.

Countrymark Cooperative will recruit, hire, train, and promote persons in all job titles without regard to race, color, religion, national origin, veteran status, sex, age (except where sex or age is a bona-fide occupational qualification, as defined by law), or physical or mental disability (except where the disability prevents the individual from being able to perform the essential functions of the job and cannot be reasonably accommodated in full compliance with the law).

Countrymark Cooperative will make employment decisions so as to comply with the principles of equal employment opportunity. Countrymark Cooperative will ensure that promotion decisions are in accord with principles of equal employment opportunity by imposing only valid and nondiscriminatory requirements for promotional opportunities. Countrymark Cooperative also will ensure that all personnel decisions and actions, including but not limited to compensation, benefits, transfers, promotions, layoffs, returns from layoff, discipline, terminations, Company-sponsored training, education, tuition assistance, and social and recreation programs, will be administered without regard to race, color, religion, national origin, veteran status, sex, age, or disability.

All employees are expected to comply with this EEO statement. Managers and supervisors who are responsible for making decisions affecting employees are expected to ensure that those employment decisions and actions are made in accordance with Countrymark Cooperative's Employment and EEO practices.

Health and Safety

Countrymark is committed to providing a safe and healthy workplace. All employees play an active role in helping ensure a safe and secure work environment, including taking reasonable care for your own health, and the safety, security and the health of others that may be affected by your acts. All employees are expected to abide by all safety/security rules and procedures as provided by their supervisor or manager.

This said, simply obeying safety rules is not enough. Countrymark's commitment to safety means that each of must incorporate safety focused behavior into our daily routine at work, and we must be alert to safety risks as we go about our jobs. Additional basic safety guidelines that we all must follow include:

Always...

- Comply with the requirements of the health and safety policies, procedures and regulations that are in place for your business unit, department and/or work location.
- Stop any work that becomes unsafe.
- Only undertake work for which you are trained, competent, medically fit and sufficiently rested and alert to carry out.
- Make sure you know what to do if an emergency occurs at your place of work.
- Help ensure that those who work with you – employees, contractors and other third parties – act consistently with Countrymark’s health and safety policies.
- Promptly report to your manager or supervisor any accident, injury, illness, unsafe or unhealthy condition, incident, spill or release of material to the environment, so that steps can be taken to correct, prevent or control those conditions immediately. Never assume that someone else will report a risk or concern.
- Seek advice and help if you are ever unclear about your health and safety obligations or if you have a concern about a potential or actual breach of Countrymark’s health and safety policies.

Never...

- Undertake work when your performance is impaired by alcohol or other drugs, legal or illegal, prescribed or otherwise.
- Possess, use or transfer illegal drugs or other illegal substances on company premises.
- Use threats, intimidation or other violence at work, or bring weapons – including those carried for sporting purposes – onto company premises.

Employee Conduct

Countrymark Cooperative believes that its employees are, and will continue to be, good citizens, both in the community and on their jobs, and that they ordinarily will not engage in acts contrary to the best interests of themselves, other employees, customers, shareholders, or Countrymark Cooperative. In instances where employees do engage in conduct contrary to these interests, however, they will receive discipline appropriate for such misconduct. The degree of discipline in each case, up to and including discharge, will be determined by the severity of the situation involved.

General Rules of Employee Conduct

The following set of rules and regulations is intended to serve as a general guideline in governing appropriate employee behavior. The list is not intended to include all offenses for which an employee may be disciplined or discharged. All employees of Countrymark Cooperative are expected to follow the rules of conduct of the company and those recognized by each department.

Behavior Related to Attendance

The following behavior related to attendance is prohibited:

- Absence without legitimate excuse and/or failure to follow departmental notification procedures,
- Chronic or repeated absenteeism which results in failure to perform assigned duties or which impairs the operation of any work unit,
- Repeated tardiness without a reasonable excuse and/or failure to follow departmental notification procedures.

Additionally, employees absent from work for three (3) consecutive days without contacting their supervisor to report the absence, or without otherwise informing the supervisor of the absence, and with no legitimate reason for not having reported the absence, will be assumed to have resigned their employment.

Personal Conduct Away From Work

Countrymark Cooperative respects the privacy interests of its employees and recognizes their right to conduct their personal lives free from interference from Countrymark Cooperative. However, employees should keep in mind that, even while off-duty, they represent Countrymark Cooperative to the public and should strive to preserve Countrymark Cooperative's positive image. In addition, certain types of off-duty conduct may reflect poorly upon an employee's character and judgment and thereby influence his or her standing as a Countrymark Cooperative employee. Therefore, employees who engage in unprofessional or criminal conduct or other serious misconduct off-duty may be subject to disciplinary action, up to and including termination of employment, if such conduct is determined by the management of Countrymark Cooperative to be harmful to the Company's image, inconsistent with expectations of our employees, or otherwise adversely affects Countrymark Cooperative's legitimate business interests.

Examples of Prohibited Personal Conduct at, or away from, work

- Insubordination, including the failure or refusal to obey reasonable orders or instructions of a supervisor or management representative (unless the instructions are illegal or endanger the health or safety of any person); or the use of abusive or threatening language toward such individuals, or any other conduct that undermines supervisory authority.
- Any behavior (verbal and non-verbal) directed at a co-worker or other business associate that is threatening, intimidating, hostile or harassing in any way.
- Possession or use of firearms, explosives or other potentially dangerous or lethal weapons on Company property.
- Making or spreading false or malicious statements or rumors about: co-workers, supervisors, management, Countrymark Cooperative or its products, customers, suppliers, or visitors.
- Intentionally interfering with the operation of a work unit or with another employee's work;
- Behavior, at or away from work, which damages or could potentially damage Countrymark Cooperative's image and reputation with its customers, suppliers, or in the community,
- Performing tasks incompetently or being negligent or careless,
- Smoking in areas which are specifically designated as non-smoking areas,
- Misuse, damaging, destroying, sabotaging, or stealing Company property, machines, tools, or equipment, or the property of employees, supervisors, customers, suppliers, or visitors.
- The use of Company vehicles, equipment or tools for personal purposes without proper authorization.
- Carelessness or inattention which results in injury to another person or to Countrymark Cooperative property,
- Failure to maintain required records; or hiding, falsifying, altering or removing records or using records for a purpose that was not intended.
- Completing another employee's time record;
- Theft of any property while at work or away from work.
- Misuse or negligent use of Countrymark Cooperative property and/or resources (this could include employees, facilities, mails, supplies, equipment, telephones, e-mail, or internet access),
- Posting or removing notices, signs, or any written or printed material on or from bulletin boards or elsewhere on Company property at any time without advance permission.
- Violations of any safety rule or common safety practices,
- Violations of rules, regulations or procedure established and recognized by any department.

- The unlawful manufacture, distribution, dispensation, possession or use of a controlled substance in the workplace.
- Being under the influence of alcoholic beverages while on duty or the use of a controlled substance not prescribed for the employee by a physician.

Sexual Harassment

It is the practice of Countrymark Cooperative to provide an environment free from sexual and sex-based harassment. It is a violation of the practice of Countrymark Cooperative for any employee, vendor, or visitor to sexually harass an employee of Countrymark Cooperative. Sexual harassment or sex-based harassment occurs when unwelcome conduct of a sexual nature becomes a condition of an employee's continued employment, affects other employment decisions regarding the employee, or creates an intimidating, hostile, or offensive working environment. Sexual and sex-based harassment may include:

- Requests for sexual favors;
- Unwanted physical contact, including touching, pinching, or brushing the body;
- Verbal harassment, such as sexual innuendoes, suggestive comments, jokes of a sexual nature, sexual propositions, and threats;
- Non-verbal conduct, such as display of sexually suggestive objects or pictures, leering, whistling, or obscene gestures; and
- Unequal treatment based on gender.

Workplace Harassment

In providing a productive working environment, Countrymark Cooperative believes that its employees should be able to enjoy a workplace free from all forms of discrimination, including harassment; whether or not it is based on race, color, religion, gender, national origin, age, and disability. It is Countrymark Cooperative's policy to provide an environment free from such harassment. It is a violation of the policies of Countrymark Cooperative for any employee, whether a manager, supervisor, or coworker, vendor or visitor to harass another employee.

Prohibited harassment occurs when verbal or physical conduct:

- Defames, demeans, embarrasses or shows hostility toward an individual;
- Creates an intimidating, hostile, or offensive working environment;
- Interferes or is intended to interfere with an individual's work performance;
- Otherwise adversely affects an individual's employment opportunities.

Examples of Harassing conduct include, but are not limited to:

- Epithets; slurs; negative stereotyping; or threatening, intimidating or hostile acts, which relate to race, color, religion, gender, national origin, age, or disability.
- Written or graphic material that defames or shows hostility or aversion toward an individual or group because of race, color, religion, gender, national origin, age, or disability and that is placed on walls, bulletin boards, or elsewhere on Countrymark Cooperative's premises, or that is circulated in the workplace.
- Any behavior, both verbal and non-verbal, that is intended to be threatening, intimidating, or hostile. This includes teasing, use of derogatory nicknames, verbal or non-verbal threats of violence, hazing, horseplay, and any action that is intended to embarrass or otherwise be demeaning to any individual.

Workplace Violence

Countrymark Cooperative is committed to preventing violence in the workplace and maintaining a safe work environment. Countrymark Cooperative will not tolerate any conduct or behavior that threatens, intimidates, or coerces an employee, customer, or member of the public at any time; including off-duty periods. Additionally, firearms, weapons, and other dangerous or hazardous devices or substances are strictly prohibited from the premises of Countrymark Cooperative without prior written authorization from the Director, Corporate Services.

Employees should immediately report all suspicious individuals or activities, including actual or threats of potential violence, both direct and indirect, to their supervisor or any other member of management. This includes threats made by employees, as well as threats made by customers, vendors, solicitors, or other members of the public. Employees should not attempt to intercede or otherwise become involved with any actual or potentially intimidating, harassing, or violent situation.

Any employee determined to have participated in any threatened or actual violence, or other conduct that violates these guidelines, will be subject to disciplinary action, up to and including termination of employment.

Countrymark Cooperative may from time-to-time adopt procedures or install equipment intended to create a more secure working environment. Employee will be required to utilize security equipment and to adhere to security rules and/or procedures as implemented by the management of Countrymark Cooperative.

Reporting Harassment at Work

Any employee who believes he or she has been the victim of any form of harassment should report the conduct immediately to his or her supervisor or, alternatively, to their business unit Vice President, to a Human Resources representative or to the Employee HelpLine.

Corporate and Human Resource Staff to whom Reports may be made

Director, Corporate Services	- Jim O'Connor	(812) 838-8130
Payroll Manager/HR Representative	- Frank Skidmore	(812) 838-8127
"Employee HelpLine" (via phone)	-	(888) 552-8065
"Employee HelpLine" (via internet)	-	http://www.countrymark.com/helpline/

A thorough and impartial investigation of all complaints will be conducted in a timely and discreet manner. Any employee of Countrymark Cooperative who has been found, after appropriate investigation, to have harassed another employee will be subject to disciplinary action up to and including termination of employment. Likewise, employees who submit false claims of sexual harassment will be subject to disciplinary action, up to and including termination of employment.

Appropriate Attire and Appearance

Countrymark's guidelines regarding attire and appearance are intended to promote a professional image and the success of Countrymark Cooperative, and to maintain a work environment that supports safety, efficiency, productivity, and professionalism. Therefore, this section is intended to provide a position statement and general guidelines regarding attire and appearance that will enhance the professional image portrayed to coworkers, business partners, and customers.

Attire and Personal Appearance: General Policy Statement:

It is Countrymark's general policy that employees' appearance while at work, including their selection of clothing, jewelry, grooming, tattoos, piercings, etc., project a professional image and be appropriate for the type of work performed, and for the environment and conditions in which the work is conducted. Employees working in an office setting have the option of wearing business casual attire.

Appropriateness Assessments

Given the wide variety of individual preferences regarding attire, grooming and other factors impacting personal appearance, the management of Countrymark Cooperative reserves the right to assess the appropriateness of work attire and appearance, and the right to determine and implement associated remedial action, on a case-by-case basis. Assessments and remedial action will be guided by business necessity, and will be consistent with company-wide standards applied to all similarly situated employees.

Any employee who believes action taken regarding workplace attire is not justified is encouraged to consult with their supervisor and/or a Human Resources Representative, or to utilize the procedures in place for employee to voice their concerns.

Substance Abuse

Countrymark Cooperative is committed to maintaining a safe working environment and, therefore, expects its employees to report to their jobs physically and mentally fit for work. Furthermore, Countrymark Cooperative is committed to assuring its continued representation as a high quality business enterprise. To achieve these goals, Countrymark Cooperative must take a firm and positive stand against illegal drugs and alcohol abuse. The policies described in this section of the document are designed and intended to ensure that Countrymark Cooperative maintains a work environment free of the affects of substance abuse for the benefit of employees, customers and clients.

In order to ensure compliance with these policies, and with federal regulations, Countrymark will implement substance abuse testing programs. Employees will be notified by their supervisor when they are required to submit for testing.

Prohibited Behavior Related to Drugs and Alcohol

1. The use, possession, sale, or transfer of an illegal drug by any employee on Company premises, in or during the performance of Company business, or at Company-sponsored events, is strictly prohibited.
2. The use of any legally obtained drug by any employee while performing Company business or while on Company premises is prohibited to the extent that such use may adversely affect the safety of the employee or others, the employee's job performance, or Countrymark Cooperative's regard or reputation in the community. Employees who have been informed or have discovered that the use of a legal drug may adversely affect job performance or behavior are required to report such drug use and possible side effects to their supervisor immediately.
3. Normally, the use, possession, sale, or transfer of alcohol while on duty is prohibited. However, the use of alcohol by employees during business development or other Company-sponsored social functions is permitted, but only to the extent that it is not unlawful and does not, in the sole discretionary of the Countrymark, adversely affect the safety of the employee or others, the employee's job performance, or Countrymark Cooperative's regard or reputation in the community.
4. The presence of any illegal drug, controlled substance, or alcohol in specified amounts in an employee's system while on Company premises or while otherwise performing Company business is prohibited.
5. Pre-Duty Use of Alcohol. The company shall prohibit any employee from using alcohol within four (4) hours prior to performing any work, or, if an employee is called to duty, within the time period after the employee has been notified to report for duty. If Countrymark Cooperative has actual knowledge that an employee has used alcohol within four (4) hours prior to performing any work or within the time period after the employee has been notified to report for duty, the employee shall not be permitted to perform or continue to perform any work.

Incidents of inability to report to work due to alcohol use, as defined above, may result in the employee being required to submit to an evaluation by an a substance abuse professional. Continued incidence of inability to work due to pre-duty alcohol use, after being referred for evaluation by a substance abuse professional, will result in disciplinary action, up to an including termination of employment.

Employees undergoing medical treatment with a drug or other legal controlled substance with which they are unfamiliar, and which may impair their physical or mental ability, must report this fact to a Human Resources representative. The Human Resources representative shall determine whether the employee can safely continue his/her regular job, be reassigned to another job or be placed on a leave of absence if there is no available job that the employee can safely perform.

In many of its operations, Countrymark is required to implement substance abuse testing procedures in compliance with Department of Transportation (DOT) rules and regulations. In those instances, Countrymark's testing programs will be operated in compliance with all such DOT requirements.

Seeking Assistance for Substance Abuse

Any employee who ***voluntarily*** requests assistance in dealing with a personal drug or alcohol problem may participate in a Drug/Alcohol Assistance Program without jeopardizing their continued employment with the Company

As used in this section, the term "Voluntary" means that the employee's request for assistance is made PRIOR TO being asked to submit to drug or alcohol testing under any of Countrymark's testing programs.

To voluntarily request assistance with a substance abuse problem, contact:

Jim O'Connor
Director, Corporate Services
1200 Refinery Road
Mt. Vernon, IN 47620
(812) 838-8130
or
(800) 808-3170 x8537

Should an employee voluntarily, as defined above, request professional assistance in dealing with a personal drug or alcohol problem, he/she will be encouraged by Countrymark Cooperative to seek help. Entering a Drug/Alcohol Assistance Program will not jeopardize continued employment with the Company. Employees who voluntarily request time off from work in order to participate in a Substance Abuse Treatment Program may utilize available unpaid leave time under the Family Medical Leave Act (FMLA). If FMLA time is not available for whatever reason, the employee will be allowed, on a one-time basis, up to thirty (30) days unpaid leave time in order to participate in and complete the treatment program.

Countrymark Cooperative, LLP

Business Ethics Standards

Operating with Honesty and Integrity

Antitrust and Fair Competition

Antitrust & Fair Competition Laws

Countrymark is committed to competing fairly for all business opportunities based upon the merits of our products and services. Compliance with laws governing business competition is critical to upholding this commitment. Antitrust and fair competition laws are complex. Generally, these laws are designed to promote fair business competition by requiring companies to compete independently rather than join together in activities that could restrain trade such as fixing prices or other terms of sale, allocating markets or customers, and group boycotts.

The following guidelines must be followed. They have been developed to help you recognize situations that may have legal implications.

Communications with Competitors

Except when participating in approved discussions, do not communicate with competitors on sensitive topics such as:

- * Current or future costs and prices
- * Pricing policies (including compensation structures, rebates, credit terms, shipping rates or discounts)
- * Market allocation
- * Marketing strategies
- * Expansion plans
- * Predatory sales or marketing practices

Trade Association Activities

Government authorities often review conduct at trade association meetings, expos, or other industry gatherings. Trade associations generally publish internal procedures limiting information sharing among members of the trade association. Such procedures must be followed. At trade association meetings you should be careful not to discuss sensitive topics such as pricing or other terms of sale or cost with competitors during social functions or other informal gatherings.

Competitive Information

Information about competitors is a valuable business tool. However, it must be properly obtained. Competitive information should be obtained from public sources such as public presentations, published price lists, websites, journal articles or advertisements. Avoid illegal or improper means of obtaining competitive information such as under false pretenses or soliciting such information from competitors' customers.

Countrymark and the Capper-Volstead Act

Countrymark is proud of its history as a “farmer cooperative” and seeks to maintain this status for the good of its Members. The Capper-Volstead Act (7 U.S. Code §§ 291-292) and comparable state statutes provide farmer cooperatives with broad exemptions from some general provisions of federal and state anti-trust laws. These exemptions allow Countrymark and other farmer cooperatives, including Members who are farmer cooperatives, to collaborate in their marketing as if they were a single entity. Thus, some of the anti-trust restrictions mentioned above would not apply to joint or coordinated marketing among Countrymark and other farmer cooperatives.

Of course, these anti-trust exemptions do not apply to business communication and transactions between Countrymark and businesses that are not cooperatives. Likewise, the presence of any non-cooperative entity in a collaborating group of farmer cooperatives will disqualify all of the farmer cooperatives from exemption.

Fraud and False Statements

Honesty and integrity are of paramount importance to responsible execution of our business practices. It is violation of this policy statement for any employee to engage in any fraudulent or deceptive activity toward Countrymark, our customers, employees, contractors, any government agency or official, or other third party. Examples of prohibited activities include making false statements, making false claims for reimbursement, altering documents in order to deceive someone or concealing facts that under the circumstances should be disclosed.

Bribes and Kickbacks

If you believe you have been expressly offered or otherwise solicited in connection with a bribe, kickback or illegal inducement, (including being pressured to offer any such payment) or if you learn of such conduct involving any Countrymark employee, you must notify your supervisor or a Human Resources Representative immediately.

Data Privacy Protection

Employment Information

Countrymark is committed to respecting the confidentiality of our employees’ personal information. It is Countrymark’s policy to acquire and retain only employee personal data that is required for the effective operation of our business or that is required by law; and to safeguard the confidentiality of individually identifiable personal information. Access to personal data is strictly limited to company personnel who have appropriate authorization and a clear business need for that information. Those with access to personal employee data must only use it for the purpose for which it was collected and adhere to the highest standards of confidentiality in using it.

Employment References

Only Human Resources representatives are authorized to respond to requests for information about an applicant, a current employee or a past employee. If you receive a request for any information regarding a current or former employee, such as a reference, you must refer it to a Human Resources representative.

Government Relations

Political Contributions and Activities

Countrymark encourages you to exercise your rights of citizenship by voting, making political contributions or by volunteering time in support of parties or candidates of your own choosing. However, your personal support of all such political activities must be done on your own time with your own money and resources. You may not use work time or Countrymark's resources (such as money, copier machines or stationary) as part of your own personal support of candidates or political campaigns.

Personal Conflicts of Interest

Countrymark respects and supports your right to be involved in personal activities outside the scope of your employment, provided such activities do not interfere with your job responsibilities. Employees of Countrymark Cooperative are expected to avoid situations in which a conflict of interest or the appearance of a conflict of interest may arise. A "conflict of interest" occurs in any situation in which an employee is not able to remain impartial or maintain objectivity in choosing between the interests of Countrymark Cooperative and the employee's own interests. A conflict of interest also takes place when an employee or a member of an employee's immediate family can benefit, directly or indirectly, from a relationship with a supplier, a customer, a competitor, or other person or company who conducts business with Countrymark Cooperative.

You must avoid any activity or relationship that might conflict – or appear to - with your ability to act in the best interests of Countrymark. Such a situation can arise in a variety of ways. Employees who become involved in a situation that might cause a conflict, or even the appearance of a conflict, are expected to immediately inform their manager or an appropriate member of Countrymark Cooperative management. In many cases, just disclosing the situation alone may eliminate the conflict.

The following subsections describe situations where personal conflicts of interest commonly arise. However, the list does not cover all possible situations where such conflicts might occur. If you have doubts about the existence of a conflict of interest, or need to disclose a potential conflict of interest, discuss the situation with your manager or contact a Human Resources Representative.

Guidelines Related to Gifts

Employees of Countrymark Cooperative are expected to decline gifts, entertainment, or anything of value offered to them by a customer, client, competitor, vendor, or supplier, other than minor gifts of nominal value, if the intention of the gift is to influence or reward any business decision or transaction involving Countrymark Cooperative

There are some types of gifts, favors or entertainment that may be accepted under certain circumstances, including but not limited to (these are examples)

- **Meals and other entertainment:** Employees may occasionally accept meals, refreshments, and other entertainment from a supplier, customer, attorney, or vendor if they are of reasonable value and the purpose of the meeting is to discuss business matters. Entertainment of reasonable value (like attending a local sporting event) is also acceptable if it is a normal business practice generally offered to other customers, suppliers or vendors.

- "Nominal" gifts: Employees may occasionally accept small gifts or favors of nominal value offered as advertising or promotional material (i.e.: pens, pencils, note pads, calendars, food). However, any gift, regardless of value, cannot be accepted if it is in direct relationship to a business decision or transaction, and the gift is used to exert special influence over an employee. Also, gifts of nominal value are not allowed if they are given on a regular basis, or over time, would qualify as "lavish and expensive". Any employee who is unsure if a gift qualifies as one of "nominal value" should immediately consult with their manager.
- Personal gifts: Employees may accept gifts of nominal value when they are related to recognized special occasions such as a graduation, promotion, new job, wedding, retirement, or a holiday. If a gift is given based on obvious family or close personal relationship and is unrelated to the business involved between the individuals, this is also acceptable. Gifts rewarding service or accomplishment: Gifts from a civic, charitable, or religious organization given specifically because of an employee's service or accomplishment may be accepted.
- Discounts: Employees may take advantage of any discount on products if they are the standard discounts offered to all employees, customers or suppliers.

The following types of gifts are impermissible, and should always be declined and reported:

Any gift or entertainment that would be illegal; gifts or entertainment involving parties engaged in a competitive bidding process; any gift of cash or cash equivalent (such as gift certificates, loans, stock, stock options); any gift or entertainment that is a 'quid pro quo' (offered for something in return); any entertainment that is indecent, sexually oriented or that otherwise might adversely affect Countrymark's reputation.

If you are uncertain about the appropriateness of a gift offered to you, it is generally best to politely decline the gift. Employees who receive a gift that doesn't comply with the rules stated here, and who were not able to decline it personally, should report receipt of the gift to their manager for direction about what to do with it.

Bestowing Gifts or Other Benefits

The operation of Countrymark's business should always be free of perceptions that favorable treatment was sought or given in exchange for business gifts or favors. As such, employees should not give or offer gifts or favors that might be considered unreasonable or unfair business inducements or that would violate the law or be considered outside of reasonable business customer or practice. Employees may pay for reasonable business related expenses (meals, refreshments, etc) for customers that are incurred only occasionally, that are not requested by the customer, and that are not intended to or could not reasonably be perceived as affecting business decisions.

Other Employment /Outside Employment

It may be permissible for you to have a second job or be self-employed while working for Countrymark. However, any such second job or self-employment must not compromise Countrymark's interests, adversely affect your job performance or restrict your ability to fulfill your responsibilities to Countrymark. If you work, or are considering working in a second job, you must notify your supervisor or a Human Resources Representative.

The following criteria must be met with regard to employment outside Countrymark:

- It does not interfere with the satisfactory performance of responsibilities as a Countrymark Cooperative employee;

- It does not create a conflict of interest, or the appearance of a conflict of interest with your duties and responsibilities with Countrymark;
- It is not employment with an organization that is considered to be a competitor, client, or supplier to Countrymark Cooperative.

Family Members

A conflict of interest may arise if an employee's family member is employed in a position of influence with a Countrymark competitor, vendor or customer. Employees are prohibited from conducting business with an organization that employs a family member in a position of influence or that is owned by a family member unless they first obtain the written approval of the (Sr) Vice President of the operation in which they are employed. "Family members" include spouse or domestic partner, parent or stepparent, child or stepchild, sibling, and all "in-law" relationships.

Ownership in Other Businesses

Your ownership of, or significant financial interest in, directly or indirectly, any customer, potential customer or competitor of Countrymark, can create the potential for or appearance of a conflict of interest. A "significant financial interest" generally means ownership by you and/or your family members of more than one percent (1%) of any class securities of a corporation or in an amount that represents more than five percent (5%) of the total assets of you and/or your family members. Other financial interests could be significant, so you must disclose virtually any financial interest in such organizations to your manager.

Seeking and Holding a Public Office

Employees may seek and hold a public office so long as the following criteria are met:

- It does not interfere with the satisfactory performance of responsibilities as a Countrymark Cooperative employee.
- It does not create a conflict of interest, or the appearance of a conflict of interest
- Any efforts expended in seeking election or appointment do not negatively impact the image of Countrymark Cooperative with its customers, clients, suppliers and the Community.

Serving on Boards of Directors

You must obtain permission from the Chief Executive Officer of Countrymark to serve on the board of directors to any for-profit corporation, except for a family business or other corporations organized for personal financial management.

Consultants and Agents

Care must be taken in selecting consultants or agents to represent Countrymark. You should ensure that no conflict of interest exists between Countrymark and the firm or person to be retained. The decision to select a specific person or firm must be a business decision based on qualifications and merit.

Countrymark Cooperative, LLP Business Ethics Standards

Ethical Use and Management of Assets and Information

Use of Countrymark's Property

All employees are responsible for using good judgment to ensure that Countrymark's assets are not misused or wasted.

Employees are individually responsible for ensuring that Countrymark property that they use or come into contact with as part of their work is not damaged, misused or wasted as a result of willful or negligent actions. Employees may not use any company equipment or facilities for personal activities except when assigned and intended for such use or when approved by their manager or supervisor. Employees must take reasonable care of Countrymark property, ensuring that it is not damaged, abused, wasted, lost or exposed to unnecessary risk of being stolen.

Company Time

While at work, or "on the clock", employees are expected to be fully engaged in their assigned work and not undertaking personal activities. However, employees are not prohibited from attending to urgent personal business while at work so long as such time used is brief and does not materially impact their productivity.

Financial and Operations Reports, Books and Records

The financial and operational business records of Countrymark are relied upon to produce complete and accurate reports to management, customers, government agencies, accountants and auditors and others. It is imperative that all employees accurately and completely record and/or report business information such as on: financial, production or sales data; operating expenses; lab and environmental test results; purchase invoices; regulatory filings, expense reports; and timesheets. Any document created, or data submitted or recorded, must accurately and completely reflect the facts of the situation. This requirement applies to all communications including e-mail, voice mail, and production reports. No false, misleading or fraudulent entries may be made in any Countrymark file, document, report or record for any reason.

Proprietary Information

During the course of their employment, employees of Countrymark Cooperative may be exposed to information or data that is sensitive or confidential in nature. Employees are expected to treat information identified as such confidentially; and are prohibited from disclosing the information to any person, corporation or other entity unless required to do so by court order. Employees are prohibited from using information obtained through their employment with Countrymark Cooperative for their own personal gain, until or unless the information is made available to the general public.

Intellectual Property

A wide variety of laws exist to protect intellectual property, which includes copyrights, trade secrets, trademarks, and patents. It is our policy to comply with all such laws, to protect our own intellectual property and to not infringe on the intellectual property of others. As part of your employment with Countrymark, any intellectual property created by you in the course of working at Countrymark belongs to Countrymark.

Copyright laws protect original works of authorship such as books and other written materials, videotapes and computer programs. Such laws prohibit, among other things, unauthorized copying or distribution of such materials. You may not copy or otherwise reproduce, distribute or alter copyrighted materials from books, supplier literature or websites, trade journals, magazines, computer software, or similar works, without permission from the copyright owner. Software used in connection with our business must be properly licensed and used only in accordance with that license.

Trademark laws are designed to protect consumers from confusion as to the source and quality of goods or services. Countrymark and other companies have trademarks that are used to identify and distinguish the company's products (i.e. Super DieselX 4). It is important that Countrymark's trademarks are acknowledged and used properly. We have specific trademark clearance and registration procedures as well as specific guidelines for proper use of a new name, slogan, logo, or symbol for any Countrymark service or product.

Reputation

The reputation of Countrymark with its employees, customers, vendors, owners and within the community is an intangible asset that can have a significant impact on the success of the organization. Countrymark has worked hard to build a positive reputation with all of its stakeholders of ethical conduct, superior customer service and excellent products. The following guidelines are intended to help protect Countrymark's positive reputation:

Advertising and Promotion. When considering any material that will be distributed through a media source, product information and corporate logos and brand identification should be reviewed with the VP, Supply & Marketing.

Media Relations. To ensure that we present a consistent message to the media, any requests for information from the media should be referred as follows:

Mount Vernon:	Sr Vice President, Operations	(812) 838-8125
Indianapolis:	Vice President, Supply and Marketing	(317) 692-8532

Legal Disputes. Countrymark, like any company, may become involved in legal disputes. You must contact your manager immediately if you receive a legal document relating to Countrymark such as a subpoena, a summons, or a letter from an attorney. Never threaten or initiate legal action on behalf of Countrymark without knowledge and consent of your manager.

Use of e-mail and Internet

Countrymark Cooperative provides access to e-mail and the Internet for the purpose of enhancing the quality and efficiency of communications between management, employees, current and prospective customers, vendors and other entities involved in our business. However, e-mail and Internet misuse can pose potentially serious consequences for both Countrymark Cooperative and the user. To ensure that all employees act in a professional and responsible manner regarding e-mail and the Internet, Countrymark Cooperative has adopted the following guidelines for using e-mail and the Internet.

Employees are strictly prohibited from using e-mail and Internet access provided by Countrymark Cooperative, whether at work or via remote access from home, for any of the following purposes:

- ◆ Viewing, or transmitting material that is abusive, obscene or offensive.

- ◆ Transmitting any messages containing derogatory or harassing remarks about an individual or a group's race, color, religion, national origin, gender, age, disability, or other characteristic or attribute.
- ◆ Transmitting any information which the employee knows or has reason to believe may be false, misleading or libelous.
- ◆ Using Countrymark Cooperative's e-mail system or Internet access for personal gain, including the solicitation of, or engagement in, any non-company business.
- ◆ Transmitting, retrieving or storing any information that may violate applicable copyright laws, specifically including installing or downloading any software without the prior authorization from Countrymark Cooperative's Information Technology Manager.
- ◆ Using Countrymark Cooperative's e-mail system or Internet access for any other purpose which is illegal, may damage Countrymark Cooperative's reputation, or is otherwise contrary to Countrymark Cooperative's best interest.

Countrymark Cooperative specifically reserves the right to access and monitor all messages and files stored on its computer systems, including the restoration of files that have been previously deleted, as well as monitor all web-sites visited by an employee.

Important Note about Email and Internet Data Privacy

EMPLOYEES SHOULD NOT ASSUME OR CONSIDER ANY ELECTRONIC COMMUNICATION SENT VIA COUNTRYMARK COOPERATIVE'S EQUIPMENT OR SOFTWARE, VIA ACCESS AT WORK OR AT HOME, TO BE PRIVATE, AND ACCORDINGLY, SHOULD TAKE ACTIONS TO SECURE DATA CONSIDER TO BE HIGHLY CONFIDENTIAL, OR TRANSMIT SUCH INFORMATION BY OTHER MEANS. ALL INFORMATION COMPOSED, TRANSMITTED, RECEIVED OR STORED VIA COUNTRYMARK COOPERATIVE'S COMPUTER SYSTEMS SHOULD BE AND IS CONSIDERED TO BE THE PROPERTY OF COUNTRYMARK COOPERATIVE.