



CODE OF ETHICS AND BUSINESS CONDUCT

INTRODUCTION

All company officers, employees, independent consultants, and independent agents must pledge in writing to abide by Omnia Aerospace, LLC's Code of Ethics and Business Conduct; otherwise known as the "Code."

Adherence to the Code signifies voluntary assumption of self-discipline. Omnia Aerospace, LLC requires from its officers, employees, independent consultants, and independent agents adherence to this Code as a condition of employment or to practice as an independent consultant or agent for the company, as applicable.

The standards of conduct set forth in this Code provide basic principles in the ethical practice of consulting and many other professional services. The purpose of this Code is to help Omnia Aerospace, LLC's officers, employees, independent consultants, and independent agents maintain their professionalism and adhere to high ethical standards in the conduct of providing services to clients and in their dealings with their colleagues and the public.

Sound judgment is required to apply these principles. Company officers, employees, independent consultants, and its independent agents, therefore, are liable to disciplinary action if their conduct is found to be in violation of the Code or brings discredit to the profession or to Omnia Aerospace, LLC.

POLICY

It is the policy of the Company to provide our Code, which will serve as a guide to proper business conduct for all employees, independent consultants, and independent agents. We expect all employees, independent consultants, and independent agents to observe the highest standards of ethics and integrity in their conduct. This means following a basic code of ethical behavior that includes the following:

1. BUILD TRUST AND CREDIBILITY

The success of our business is dependent on the trust and confidence we earn from our employees, independent consultants, independent agents, clients, and shareholders. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct.

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When considering any action, it is wise to ask: Will this build trust and credibility for Omnia Aerospace, LLC? Will it help create a working environment in which Omnia Aerospace, LLC can succeed over the long term? Is the commitment I am making one I can follow through with? The only way we will maximize trust and credibility is by answering “Yes” to those questions and by working every day to build our trust and credibility.

2. RESPECT FOR THE INDIVIDUAL

We all deserve to work in an environment where we are treated with dignity and respect. Omnia Aerospace, LLC is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success.

Omnia Aerospace, LLC is an equal employment/affirmative action employer and is committed to providing a workplace that is free of discrimination of all types from abusive, offensive or harassing behavior. Any employee, independent consultant, or independent agent who feels harassed or discriminated against should report the incident to company leadership.

3. CREATE A CULTURE OF HONEST AND OPEN COMMUNICATION

At Omnia Aerospace, LLC everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Company leadership has the responsibility to create an open and supportive environment where employees, independent consultants, and independent agents feel comfortable raising such questions. We all benefit tremendously when employees independent consultants, and independent agents exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

Omnia Aerospace, LLC will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the company will take appropriate action. We will not tolerate retaliation against employees, independent consultants, or independent agents who raise ethics concerns in good faith.

4. SET THE TONE AT THE TOP

Company leadership has the added responsibility for demonstrating, through their actions, the importance of this Code. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matters.

To make our Code work, Company leadership must be responsible for promptly addressing ethical questions or concerns raised by employees, independent consultants, or independent agents and

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for taking the appropriate steps to deal with such issues. Company leadership should not consider employees', independent consultants', nor independent agents' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. We want the ethics dialogue to become a natural part of daily work.

5. UPHOLD THE LAW

Our commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, each of us must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or Company policy, we should seek the advice from the resource expert. We are responsible for preventing violations of law and for speaking up if we see possible violations.

6. COMPETITION

We are dedicated to ethical, fair and vigorous competition. We will sell Omnia Aerospace, LLC products and services based on their merit, superior quality, functionality and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for Omnia Aerospace, LLC or the sales of its products or services, nor will we engage or assist in unlawful boycotts of particular clients.

7. PROPRIETARY INFORMATION

It is important that we respect the property rights of others. We will not acquire or seek to acquire improper means of a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

8. SELECTIVE DISCLOSURE

We will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material non-public information with respect to Omnia Aerospace, LLC, its business operations, plans, financial condition, results of operations or any development plan. We should be particularly vigilant when making presentations or proposals to clients to ensure that our presentations do not contain material non-public information.

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9. AVOID CONFLICTS OF INTEREST

We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of Omnia Aerospace, LLC may conflict with our own personal or family interests because of the course of action that is best for us personally may not also be the best course of action for Omnia Aerospace, LLC. We owe a duty to Omnia Aerospace, LLC to advance its legitimate interests when the opportunity to do so arises. We must never use Omnia Aerospace, LLC property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with Omnia Aerospace, LLC.

Determining whether a conflict of interest exists is not always easy to do. Employees, independent consultants, or independent agents with a conflict of interest question should seek advice from company leadership. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees, independent consultants, and independent agents must seek review from company leadership.

10. ACCEPTING BUSINESS COURTESIES

Most business courtesies offered to us in the course of our employment or service agreement are offered because of our positions at Omnia Aerospace, LLC. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position to obtain business courtesies, and we must never ask for them, we may accept unsolicited business courtesies.

Employees, independent consultants, and independent agents who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business, or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the company's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a prospect, client, or supplier when Omnia Aerospace, LLC is involved in choosing or reconfirming a prospect, client, or supplier, or under circumstances that would create an impression that offering courtesies is the way to obtain Omnia Aerospace, LLC business.

11. MEALS, REFRESHMENTS, ENTERTAINMENT, AND GIFTS

We may accept occasional meals, refreshments, entertainment, gifts and similar business courtesies that are customary and conform to reasonable ethical practices of the marketplace, provided that:

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- 11.1 They are not inappropriately lavish or excessive.
- 11.2 The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity.
- 11.3 The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a client or supplier whose contract is expiring in the near future.
- 11.4 The employee, independent consultant, or independent agent accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her employer, direct report, or co-worker, or having the courtesies known by the public.

Customary business entertainment is proper; however, impropriety results when the value or cost is such that it could be interpreted as affecting an otherwise objective business decision.

Employees, independent consultants, or independent agents with questions about accepting business courtesies should talk to company leadership.

12. OFFERING BUSINESS COURTESIES

A company officer or employee who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon Omnia Aerospace, LLC. An employee, independent consultant, or independent agent may never use personal funds or resources to do something that cannot be done with Company resources. Accounting for business courtesies must be done in accordance with approved company procedures.

Other than to our government clients, for whom special rules apply, we may provide non-monetary gifts (i.e., company logo apparel or similar promotional items) to our clients. Further, leadership or management may approve other courtesies, including meals, refreshments, or entertainment of reasonable value, provided that:

- 12.1 The practice does not violate any law or regulation or the standards of conduct of the recipient's organization.
- 12.2 The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish.

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12.3 The business courtesy is properly reflected on the books and records of Omnia Aerospace, LLC.

13. ACCURATE PUBLIC DISCLOSURES

We will make certain that all disclosures made in financial reports are full, fair, accurate, timely and understandable. This obligation applies to all employees, including all financial executives, with any responsibility for the preparation for such reports, including drafting, reviewing and signing or certifying the information contained therein. No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

Employees, independent consultants, and independent agents should inform company leadership if they learn that information in any filing or public communication was untrue or misleading at the time it was made or if subsequent information would affect a similar future filing or public communication.

14. CORPORATE RECORDKEEPING

We create, retain, and dispose of our company records as part of our normal course of business in compliance with all Omnia Aerospace, LLC policies and guidelines, as well as all regulatory and legal requirements.

All corporate records must be true, accurate and complete, and company data must be promptly and accurately entered in our books in accordance with Omnia Aerospace, LLC's and other applicable accounting principles.

We must not improperly influence, manipulate or mislead any audit, nor interfere with any auditor engaged to perform an independent audit of Omnia Aerospace, LLC books, records, processes or internal controls.

15. ACCOUNTABILITY

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are being met or are aware of violations of the Code, we must contact company leadership. We take seriously the standards set forth in the Code, and violations are cause for disciplinary action up to and including termination of employment, the independent consultant services agreement, or independent agent agreement, as applicable.

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Integral to our business success is our protection of confidential company information, as well as non-public information entrusted to us by employees, clients and other business partners. Confidential and proprietary information includes such things as pricing and financial data, client names/addresses or non-public information about other companies, including current or potential suppliers and vendors. We will not disclose confidential and non-public information without a valid business or legal purpose and proper authorization.

16. USE OF COMPANY RESOURCES

Company resources, including time, material, equipment and information, are provided for company business use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace. Employees and those who represent Omnia Aerospace, LLC are trusted to behave responsibly and use good judgment to conserve company resources. Managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use.

Generally, we will not use company equipment such as computers, copiers and fax machines in the conduct of an outside business or in support of any religious, political or other outside daily activity. Solicitation of Company employees by non-employees is prohibited at all times. Solicitation by an employee of another employee is prohibited, while either the person doing the soliciting or the person be solicited is on working time and or Company property. Distribution of materials by employees in work areas or on working time is prohibited.

In order to protect the interests of the Omnia Aerospace, LLC network and our fellow employees, we reserve the right to monitor or review all data and information contained on an employee's, consultant's, or agent's company-issued computer or electronic device, and the use of the Internet or Omnia Aerospace, LLC's intranet, as applicable. We will not tolerate the use of company resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit, or otherwise offensive or inappropriate.

17. EMPLOYEE, CONSULTANT, AGENT, AND PROFESSIONAL SERVICES PROVIDER COMMITMENT

17.1 To Clients

- 17.1.1 We will serve our clients with integrity, competence, independence, objectivity, and professionalism.
- 17.1.2 We will mutually establish with our prospects and clients realistic expectations of the benefits and results of our services.

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- 17.1.3 We will only accept assignments for which we possess the required experience and competence to perform, and will only assign staff or engage colleagues with the knowledge and expertise needed to serve its clients effectively.
- 17.1.4 Before accepting any engagement, we will ensure we have worked with our clients to establish a mutual understanding of the objectives, scope, work plan, and fee arrangements.
- 17.1.5 We will treat appropriately all confidential client information that is not public knowledge, take reasonable steps to prevent it from access by unauthorized people, and will not take advantage of proprietary or privileged information, either for use by them, the client's firm, or another client, without the client's permission.
- 17.1.6 We will avoid conflicts of interest or the appearance of such and will immediately disclose to the client circumstances or interests that they believe may influence their judgment or objectivity.
- 17.1.7 We will offer to withdraw from a consulting or professional services agreement or assignment when they believe their objectivity or integrity may be impaired.
- 17.1.8 We will refrain from inviting an employee of an active or inactive client to consider alternative employment without prior discussion with the client.

17.2 To Fiscal Integrity

- 17.2.1 We will agree in advance with a client on the basis for fees and expenses and will charge fees that are reasonable and commensurate with the services delivered and the responsibility accepted.
- 17.2.2 We will not accept commissions, remuneration, or other benefits from a third party in connection with the recommendations to a client without that client's prior knowledge and consent, and we will disclose in advance any financial interests in goods or services that form part of such recommendations.

17.3 To the Public and the Profession

- 17.3.1 If within the scope of the engagement, we will report to appropriate authorities – within or external to the client organization – any occurrences of malfeasance, dangerous behavior, or illegal activities.

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- 17.3.2 We will respect the rights of consulting colleagues and consulting firms and will not use their proprietary information or methodologies without permission.
- 17.3.3 We will represent the profession with integrity and professionalism in its relations with their clients, colleagues, and the general public.
- 17.3.4 We will not advertise our services in a deceptive manner nor misrepresent or denigrate individual consulting practitioners, consulting firms, or the consulting profession.
- 17.3.5 We will promote adherence to the Code by other employees, advisors, consultants, agents, and professionals engaged with the company's clients, as required.

18. COMPLIANCE

Compliance with these principles is an essential element in our business success. Company leadership is responsible for ensuring these principles are communicated to and understood and observed by all employees, independent consultants, and independent agents. Day-to-day responsibility is delegated to company leaders who are responsible for implementing these principles, if necessary, through more detailed guidance. Assurance of compliance is monitored and reported each year. Compliance with the Code is subject to audit review.

Employees, independent consultants, and independent agents are encouraged and expected to bring to company leadership's attention any breach or suspected breach of these principles or terms.

Provision has been made for employees, independent consultants, and independent agents to be able to report any suspected or actual Code violations in confidence. From time to time, employees, independent consultants, or independent agents will likely have questions as to how this Code applies in particular situations. We expect all employees, independent consultants, and independent agents with such questions to discuss the exact circumstances with company leadership.

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CERTIFICATE OF COMPLIANCE

I certify that I have received, read, and understood Omnia Aerospace, LLC's Code of Ethics and Business Conduct. I understand what types of conduct violate this Code. I agree to comply with the terms of this Code and understand that any violation of these terms could result in termination of employment, the independent consulting agreement, the independent agent agreement, and/or pursuit of legal action, as applicable.

ACCEPTED AND ACKNOWLEDGED:

For Company:

For Independent Agent/Consultant:

Signature

Signature

Typed or Printed Name

Typed or Printed Name

Title

Title

Date

Date