

Rev 0/1/1/2010



RIVERSTONE GROUP OF COMPANIES

CODE OF CONDUCT (" CODE ")

Rev 0/1/1/2010



1. Riverstone Employee Conduct and Work Environment

a. Diversity, Equal Opportunity and Respect.

RS values diversity in its workforce. RS provide equal employment opportunity for all employees with a work environment free of discrimination and harassment. RS does not unlawfully discriminate on the basic of race, color, religion, sex, origin, age, disability, gender identity, marital status, ancestry or sexual orientation.

b. Employee Privacy

RS respects the privacy and dignity of every employee. No employee should access or otherwise use employee records or information unless authorized to do so for legitimate business needs in accordance with local laws.

c. Health and Safety

RS is committed to continual improvement and will give priority towards environment, health and safety. RS will comply with all relevant regislations and regulations of locations where we operate. All employees should observe applicable workplace safety rules when performing their duties.

2. Financial Statement Integrity and Company Record.

We are reponsible for ensuring that RS books and records are full, fair, accurate, timely, and understandable reflections of the company's operations and business activities. Any records required by our jobs at RS such as time cards and expense reports must be accurate and complete. If questions arise, ask a direct of other manager for assistance. If you become aware of records that may be inaccurate, report the situation immediately to a direct or other manager.



3. Conflicts of Interest and Personal Integrity.

a. Conflicts of Interest

RS employees must avoid business decisions, conduct, or other outside activities that create an actual or potential conflict of interest with our obligation or duties to RS.

b. Insider Trading

RS employee who possesses material, non-public information regarding RS or any other company must not :

- * Trade in that company's stock while in possession of inside information;
- * Use the inside information for personal advantage of the personal advantage of other; or
- * "Tip" other who may buy or sell securities because of the inside information.

To do otherwise is a violation of RS policy and may subject you to criminal penalties.

c. Gifts and Others Business Courtesies.

RS employee must never accept or give a bribe. Bribe would include not just payment of cash, but any offer, payment, promise to pay, or authorization to pay any money, gift, products or services that might be intended to be in exchange for business or to influence any business decision or action.

4. Use of Company Assets and Resources

a. Protecting Physical Assets

RS assets and resources are dedicated to achieving RS's business objectives. All RS employees are required to safeguard and not misuse company assets and resources, and must never use them for any unlawful or unethical purpose.

We need to follow applicable security and use procedures to protect the company's physical assets from theft, loss, damage or misuse.



b. Confidential Information.

RS employees have a duty to protect confidential RS information, as well as confidential relationships between the company and its customers, suppliers and shareholders. Even if you leave RS, you are still legally and contractually obligated to maintain the confidentiality of this information. It is a violation of RS policy to use confidential information obtained during employment at RS for personal gain.

RS employees are expected to take reasonable precautions to ensure the physical security of confidential information and facilities.

5. Dealing With Others

a. Our Customers and Suppliers

RS is committed to maintaining our customers and trust and respect. RS competes fairly, honestly and by delivering superior products and services to our customers. RS does not authorize, condone, encourage or promote, directly or indirectly through others, unlawful or unethical behavior, such as bribery, kick-back, pay-offs, promises to pay cash or things of value, or any other activities that may be construed as being corrupt, unlawful or unethical.

RS will safeguard our customers information and comply with applicable laws in customer privacy.

b. Our Business Partners and Suppliers.

RS uses only those business partners and suppliers that comply to our standard policies and procedures.

c. Competitors

RS competes vigorously and fairly and complies with applicable antitrust laws to ensure our goods and services are provided on their merits. Only lawful means of obtaining information about our competitors may be used.

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6. Raising / Resolving Issues and Concerns

RS employee is responsible for reading, understanding, and following the code. Anyone who violates the code is subject to discipline, up to and including termination of employment. Anyone who violates the law may also be subjected to civil and criminal penalties. In RS, every employee has a duty to report possible violations of the law, the code, and other company guidelines.

As in the Group Blowing policy and consistent with RS's Open Door process, issue can be addressed in accordance with the process flow set out in the Whistle Blowing policy.

All employees will be treated with dignity and respect and will not be subjected to retaliation, threats or harassment for raising concerns or reporting violations.

7. Approvals and Waivers

The Code sets out expectations for RS's conduct. When certain situations require permission from management or another person before taking action, you need to raise the issue promptly to allow enough time for the necessary review and approval.

In a particular circumstance RS may find it appropriate to waive a provision of the Code. To seek a waiver, speak with a manager, who will consider the request in consultation with others, such as Risk Management.