

INGRAIN INC.'S CODE OF CONDUCT – A COMMITMENT TO INTEGRITY

To all Ingrain, Inc. Employees, Officers, Directors, Partners, Agents, Representatives, Suppliers, Consultants and Contractors;

Ingrain, Inc. and all of its activities and operations are governed by the values set forth in our Code of Conduct which has and will continue to set the tone of integrity and professionalism throughout the Company. Employees, officers, directors, shareholders, partners and everyone associated with the Company strive to achieve the highest standards of business integrity and conduct in our dealings with each other and with the communities in which we work.

The Code applies to all employees and is a practical and clear guide to the behavior that the Company expects from each of us irrespective of our positions in the Company or where we work in the world. You are required to comply with the spirit and intent of the Code at all times and I would ask that you be proactive in ensuring that its principles are in the forefront of everything you do.

As evidence of our commitment to this responsibility, I, along with the Board of Directors and Officers of the Company, have carefully read the Code and have confirmed that we will conduct ourselves in accordance with its provisions. I've attached your personal copy of the Code and would request that you read it and confirm that you have done so by signing the acknowledgement provided and returning this to me.

If you have any questions about the Code or are uncertain as to the actions you should or should not take in any given situation please do not hesitate to seek guidance and assistance immediately. Likewise, if you wish to report a violation or suspected violation you should follow the reporting procedures and options set out in the Code.

One of the Company's most valuable assets is our reputation. Complying with the principles and standards set forth in the Code is the foundation for protecting and enhancing that reputation and the reputation of each and every one of us. The future success of the Company is dependent upon this.

I would like to thank you for your continued commitment to Ingrain.



Henrique Tono, President and Chief Executive Officer

Date

4/1/2010

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1. Introduction

Ingrain Inc., and its branches and subsidiaries (“the Company”) are governed by the Code of Conduct (“the Code”), which summarizes many of the legal and ethical business standards that apply to the conduct of each person who works for or represents the Company. All of the Company’s employees, officers and directors are responsible for learning and complying with the laws and regulations that apply to their assigned duties, including the policies and procedures adopted by the Company from time to time. We also expect our partners, agents, representatives, suppliers, contractors and consultants to abide by the principles described in the Code.

The Code is intended to provide a source of guiding principles on how to conduct day-to-day activities responsibly and with integrity. Those of you in management positions have a special responsibility to ensure compliance with the Code and to ensure that those employees who report to you are aware of and understand its provisions and know how to obtain support and assistance with regard to any questions or concerns that they may have.

The purpose of this Code is to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; compliance with applicable governmental laws, rules and regulations as well as the Company’s policies and procedures; the prompt internal reporting of violations of this Code to an appropriate person or persons and accountability for adherence to the Code;

Those who violate the standards in this Code will be subject to disciplinary action up to and including termination

2. Questions Concerning this Code

The Code will not give you an answer for every situation. You should address questions concerning the applications of laws, this Code or any other Company policy to your Manager, the Human Resources Manager or the Chief Financial Officer.

You are also encouraged to report violations or suspected violations to these persons as well or to use the Company’s Compliance Hotline or confidential email.

Violations or suspected violations may be reported anonymously through the Company’s Compliance Hotline or by email as follows:

Hotline - 1(832) 431-5509 (Inside North America)

Hotline - 1(888) 388-0411 (Outside North America)

Email - compliance@ingrainrocks.com

Please also see Article 14 below regarding information on reporting violations

3. Protection and Proper Use of Company Assets

Employees, officers and directors should protect the Company's assets from loss, theft and waste and ensure their efficient use. This obligation includes the Company's proprietary information such as intellectual property, patents, trade secrets, designs and know how as well as business and marketing plans and financial data and reports. Company assets should be used only for legitimate business purposes.

4. Maintaining Accurate Accounts and Records

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must accurately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets must not be maintained. All employees are responsible for ensuring that the preparation and maintenance of the Company's records and accounts that they are involved with (including expense reports) comply with these requirements.

Records should always be retained or destroyed according to the Company's records retention policy and practices. In the event of any investigation, or suspected investigation or litigation potentially involving a record which has been scheduled for destruction under the Company's records retention policy, employees should suspend all scheduled destruction and consult the Company's Chief Financial Officer prior to proceeding.

5. Conflicts of Interest

A "conflict of interest" occurs when an individual's private interest interferes or appears to interfere with the interests of the Company. A conflict of interest can arise when a person takes actions or has interests that make it difficult to perform his or her work objectively and effectively. The Company does not allow its employees, officers or directors to engage in activities, which involve a conflict of interest unless they receive prior approval. In particular, an employee, officer or director or other individual dealing with the Company must never use or attempt to use his or her position at the Company, or his or her relationship with the Company, to obtain any personal benefit for himself or herself or for any other person. Each person who works for or represents the Company has an obligation at all times to promote

the Company's best interests, and it is of the utmost importance that even the appearance of a conflict of interest be avoided.

Employees, officers and directors should disclose any current or potential conflicts of interest to the Company's Chief Financial Officer. The Chief Financial Officer will review, investigate and respond to the reported conflict in accordance with the Company's guidelines and procedures.

While it is impossible to list every circumstance giving rise to possible conflicts of interest, it would likely be considered a conflict for an employee, officer or director to engage in any of the activities described in the following paragraphs, without first disclosing the activities to the Company and obtaining prior written approval.

Investments in Competitors, Customers and Suppliers – Ownership by an employee, officer or director or any member of his or her immediate family (i.e. spouse, children, parents, brothers and sisters) of a substantial financial interest in any outside concern that does or is seeking to do business with the Company, or is a competitor of the Company.

Outside Business Activities – Active participation in any outside business by an employee, officer or director that could interfere with his or her ability to devote proper time and attention to the Company or active participation in any outside business by a director, officer or employee, or any member of his or her immediate family that is seeking to do business of the Company, or is a competitor of the Company.

Taking a Business Opportunity – The taking of a business opportunity would include a director, officer or employee (a) taking for him or herself personally an opportunity discovered through the use of Company property, information or position for personal gain; (b) using Company property, information or position for personal gain; and (c) competing with the Company.

Loans – Company loans to, or guarantees of obligations of, directors or executive officers or their family members. Additionally, loans to, or guarantees of obligations of other employees must be reviewed and approved in advance by the Company's Chief Financial Officer.

6. Compliance with Laws

In conducting the Company's affairs and in their private affairs outside the Company, which in

any way can affect the Company, all employees should exercise good judgment and the highest ethical standards. All employees must respect and obey the laws of the countries in which we operate both in letter and in spirit. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from managers or other appropriate officers or personnel within the Company. Certain key laws and regulations are described below:

Anti-Boycott Laws – The anti-boycott laws of the United States prohibit boycotts and restrictive trade practices against businesses located in a country friendly to the United States or against a United States person, firm or corporation. These laws require that the Company report receipt of requests to participate in any such activity or to provide any such information. Requests sometimes appear in bid invitations and shipping documents. Receipt of any such request should immediately be reported to the Company's Chief Financial Officer.

Anti-Trust and Competition Laws and Fair Dealing – We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior products and performance, never through unethical or illegal business practices. All employees should endeavor to deal fairly with the Company's customers and suppliers. Employees should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is a violation of the Code and of law. Discussions or communications with any representative of a competitor concerning past, present or future prices, pricing policies, bids, discounts, promotions, terms or conditions of sales, royalties, choice of customers, territorial markets is strictly prohibited. It follows, of course, that there must never be any agreement, express or implied, with a competitor concerning these subjects. The Company's prices must be determined independently.

Export and Import Compliance – The Company complies with all applicable trade regulations that govern our business in the countries in which we operate and/or conduct business. This includes U.S. trade control laws, rules and regulations as well as any local requirements placed on our non-U.S. based entities.

Environmental Laws – The Company recognizes that it is the responsibility of all employees to comply with the laws and regulations designed to protect the vital natural resources of

clean air, water and land. Environmental protection and prevention of pollution are the responsibility of every employee. Each employee shall comply with all environmental laws, environmental regulations and Company environmental practices applicable to his or her workplace.

7. Improper Payments, Anti-Bribery Laws and Use of Intermediaries

The U.S. Foreign Corrupt Practices Act (commonly referred to as the FCPA) and laws passed pursuant to the Organization of Economic Cooperation and Development's Convention on Combating Bribery of Foreign Officials prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business and contains important related accounting and bookkeeping obligations. It is strictly prohibited to make illegal payments to government officials or candidates of any country. Most, but not all, countries around the world now have similar laws in place. This prohibition governs our worldwide operations and will take precedence, even if local law is less restrictive in our international areas of operation. The anti-bribery laws can be interpreted very broadly and employees should contact the Chief Financial Officer if you are unsure of any practice or transaction.

Certain key policies and practices have been adopted by the Company so as to ensure that we comply with applicable laws and regulations as follows;

Use of Agents, Intermediaries and Advisors – Agents, Intermediaries, Partners and Advisors who represent the company with customers or government agencies can be a high-risk area for companies. It is recognized by law enforcement authorities that these relationships can be used as a conduit for commercial bribes. It is very important to carefully select Agents, Intermediaries and Partners to ensure that both the reputation of such persons or entities and our commercial arrangements with them present no risk to our business integrity. The retention of Agents, Intermediaries and Partners and the agreements entered into with them must be formally reviewed and approved by the Board of Directors of the Company.

Facilitation Payments – In certain limited circumstances the laws of some countries do not prohibit the making of small payments to foreign government officials for routine government actions. Such payments would normally take the form of payments to expedite the processing of invoices, customs inspections and visa processing, by way of example. Irrespective of these laws and practices, the Company prohibits the payment of facilitation or

expediting payments. Any request or demand for such a payment should be reported immediately to the Company's Chief Financial Officer who will determine what action should be taken with regard to such request or demand. If such a payment was to be considered it would strictly comply with our internal financial procedure for approving, identifying and recording the nature of such a payment.

Emergencies and Extortio – In certain circumstances it may be necessary to make a payment to a government official to obtain urgent services in the event of a medical emergency or where payment is being demanded and an employee feels threatened (Extortion). In these limited circumstances you make the payment but it must be reported immediately to the Company's Chief Financial Officer.

Political Contributions – Many governments, including the U.S., have laws prohibiting or regulating corporate contributions to political parties, campaigns or candidates in the form of cash or the use of Company facilities, automobiles, computers, mail services or personnel. Certain contributions may be prohibited by Company policy even if otherwise permitted by law. The Chief Financial Officer must approve any proposed corporate contributions in writing in advance.

Charitable Contributions – The Company supports charitable donations within the communities in which we work subject to requisite internal approvals. However, in some circumstances, charitable donations may be seen as thinly disguised bribes. Wherever possible donations should be made in kind and fulfill a genuine local need. Donations should be paid directly to the charity and a receipt should be obtained.

8. Business Gifts and Entertainment

The giving and receiving of appropriate business gifts and entertainment is a common business practice and is designed to create good will and build sound working relationships in business life. However, in certain circumstances they can be seen as improper payments or raise conflicts of interest between an employee's personal interests and professional duty.

Even when you are not intentionally trying to influence someone's judgment, obtain or retain business, or gain an improper advantage, you should not make gifts or provide entertainment or hospitality to employees, officers or directors of the Company's customers, except gifts, entertainment or hospitality (i) with a nominal value (in the case of a gift such value should not exceed \$200), (ii) presented and received at a time when there is no activity between the parties that is outside the normal course of business and (iii) where both the gift

and its receipt would be considered a usual, legitimate and customary business practice. Any such gift, entertainment or hospitality must comply with any applicable rules and policies of the customer.

Although world customs about gifts and entertainment vary, one principle is clear: an employee should not accept any gift, favor or entertainment if doing so will obligate, or appear to obligate or unduly influence the employee.

Dealing with government employees is often different than dealing with private persons. Many governmental bodies strictly prohibit the receipt of any gratuities, gifts and entertainment by their employees, including meals. Persons dealing with government employees and foreign officials must notify and seek approval from the Chief Financial Officer of any intent to provide gifts or entertainment to such government employees or foreign officials to ensure compliance with the U.S. Foreign Corrupt Practices Act and other relevant laws.

9. Requests for Information and Disclosures

The Chief Executive Officer and Chief Financial Officer of the Company are designated as the specific representatives responsible for monitoring and coordinating the disclosure of information regarding the Company in a manner that protects the confidentiality of the information and ensures compliance with all applicable laws and regulations. Requests for information, including statements or comments solicited by the media or any government or regulatory authority or third party must be referred to the Chief Executive Officer and the Chief Financial Officer and under no circumstances should an individual release any information about the Company without the prior approval of such designated representatives.

10. Confidential Information

Employees, officers and directors must maintain the confidentiality of confidential information entrusted to them by the Company or its customers and suppliers. These individuals are prohibited from using confidential information unless in furtherance of the Company's business. Disclosure of confidential information is prohibited except when such disclosure is protected by agreement or required by laws or regulations.

Confidential information includes intellectual property, trade secrets, know-how, customer lists, business plans, financial and marketing plans and data, bid proposals and other non-

public information. Confidential information may not be discussed with anyone, including family or business or social acquaintances. Confidential information may not be discussed with other employees unless they have a clear right and need to know. The obligation to preserve confidential information continues even after your employment with the company ends as set out in your employment agreement.

11. Stock Transactions and Insider Trading.

The Company is a private company and is not subject to and regulated by laws governing publicly held and exchange related companies. Although private the Company is committed to ensuring that it complies fully with all applicable laws and regulations and standards of conduct relating to the trading and issuance of stock in the Company.

If you have access in the course of your employment to material, non-public information about a customer of the Company, you must not share that information with others nor buy or sell any of that customer's securities or options. You should also be careful to avoid creating even the appearance of improperly using inside information. To use non-public or "insider" information for personal financial benefit or to "tip" others who make an investment decision on the basis of this information is not only unethical but also illegal.

12. Work Place Practices

Equal Employment Opportunity – The diversity of the Company's employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment. In order to provide such equal employment and advancement opportunities to all individuals, employment decisions are based on merit, qualifications and abilities. The Company does not discriminate in employment opportunities or practices on the basis of race, color, religion, sex, national origin, citizenship, age, veteran status, disability, or any other characteristic protected by law and will not tolerate any discrimination or harassment of any kind.

Workplace Health and Safety – The Company strives to provide a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all co-workers, and others by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Data Privacy and Protection – The Company is committed to protecting and respecting the privacy of any employee or third party personal information that it has in its possession.

Specific laws and regulations govern the collection, use, release, disclosure and security of such data and personal information shall be maintained at all times in compliance with such laws and regulations.

Software Copyright and Licensing. The Company respects copyright laws and observes the terms and conditions of software license agreements. All the software the Company uses must be properly licensed and employees must never make unauthorized copies of software.

13. Compliance Procedures

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know if a violation has occurred. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

Make sure you have all the facts.

In order to reach the right solutions, we must be as fully informed as possible.

Ask yourself: What specifically am I being asked to do?

Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with and the alternatives you have; use your judgment and common sense; if something seems unethical or improper it probably is.

Clarify your responsibility and role.

In most situations there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.

Discuss the problem with your Manager.

This is the basic guidance for all situations. In many cases, your manager will be more knowledgeable about the question and will appreciate being brought into the decision making process. Remember it is your manager's responsibility to help solve problems.

Seek help from Company resources.

In the case where it may not be appropriate to discuss an issue with your supervisor or where you do not feel comfortable approaching your manager with your question contact the Human Resources Manager or the Chief Financial Officer.

Always ask first, act later.

If you are unsure of what to do in any situation, seek guidance and help before you act.

14. Reporting Violations of this Code

The Company is committed to promptly addressing reports of actual or suspected violations of this Code or other integrity concerns relating to the Company's business activities, including that of its customers, suppliers and vendors; the conduct of employees, officers or directors in the workplace or on Company business; or accounting, including internal accounting controls, or auditing matters.

You are encouraged to report violations to your Manager, the Human Resources Department, the Chief Financial Officer or by calling the Company's Compliance Hotline or by confidential Email as follows.

Violations or suspected violations may be reported anonymously through the Company's Compliance Hotline or by email as follows:

Hotline - 1(832) 431-5509 (Inside North America)

Hotline - 1(888) 388-0411 (Outside North America)

Email - compliance@ingrainrocks.com

Please also see Article 14 below regarding information on reporting violations

Your report may be anonymous, although the Company encourages you to make such reports on a non-anonymous basis to facilitate investigation.

In making a report, you should provide as much detail as possible to aid in the Company's investigation of the situation. The Company will take appropriate action to learn about and resolve the issue. Reports will be kept confidential to the extent possible and consistent with the Company's obligation to investigate and to take appropriate action in response to the report.

If a suspected violation involves accounting or auditing matters you are requested to make your report directly to the Chief Financial Officer.

No Retaliation for Reporting Violations of this Code. The Company does not permit, authorize or tolerate any retaliation or adverse action against any person for making a report in good faith pursuant to this Code or for participating in an investigation regarding a violation or suspected violation of any applicable laws, rules or regulations, or of any provision of this Code.

15. Enforcement and Waivers

Enforcement – The Company may take disciplinary action against employees, officers and directors who fail to comply with the Code or to cooperate with any investigation. In addition, any manager or officer who directs, approves or condones infractions or possible infractions of the Code, or has knowledge of infractions and does not report them, will be subject to disciplinary action. Disciplinary action may include termination, suspension, and referral for criminal prosecution or reimbursement to the Company or others for losses resulting from the violation. If the reporting person is involved in the Code violation, the fact that he or she voluntarily reported the violation will be given consideration by the Company in any resulting disciplinary action.

Compliance Standards – The Company's Chief Financial Officer is responsible for applying the Code and the Company's policies to specific situations and will ensure that the requisite resources and expertise are available to assist him as and if necessary. Any questions relating to how the provisions of this Code should be interpreted or applied should be addressed to the Company's Chief Financial Officer.

Waivers of the Code – From time to time, the Company may waive some provisions of the Code. Any employee, officer or director who believes that a waiver may be necessary should contact the Company's Chief Financial Officer. Waivers for directors and officers may only be made by the Board of Directors.

16. Administration and Distribution.

The Company, its directors, officers and employees are all committed to and accountable for adherence with the Code and to support this commitment the Company has adopted the following;

Certification – The Code shall be distributed to all directors, officers, employees, partners, agents, representatives, suppliers, consultants and contractors and each recipient of the Code will be required to sign an acknowledgement confirming that they have received, read and understood the Code. A signed Acknowledgement will be required from all recipients on an annual basis.

New Employees and Directors – The Code will be distributed to all new directors, officers and employees within 30 days of election, appointment or employment.

The Code is Available on our Website – The Code can be found on the Company’s website at www.ingrainrocks.com. Any change to the Code will be disclosed on our website promptly after the change is made. The Code may be changed at any time at the sole discretion of the Board of Directors.

INGRAIN INC.

ACKNOWLEDGEMENT OF CODE OF CONDUCT

I acknowledge that I have received, read and understand the Company's Code of Conduct ("the Code"). I agree to abide by the provisions and standards set in the Code and acknowledge that failure to do so may result in disciplinary action being taken against me up to and including termination of employment.

I understand that I can seek clarification, guidance and assistance from the Company if I have any questions regarding the Code. I further understand and acknowledge that I am required to report any known or suspected violation of the Code to the appropriate personnel using the procedures set out in the Code.

I also understand that I will not be subject to retaliation should I report violations and that all reported violations will be investigated and addressed promptly and will be treated confidentially to the full extent possible.

[Signed _____]

Date

Print Full Name _____